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## **ACCOUNTANTS' REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF TYK MEDICINES, INC AND CITIC SECURITIES (HONG KONG) LIMITED**

### **INTRODUCTION**

We report on the historical financial information of TYK Medicines, Inc (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-64, which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group for each of the year ended 31 December 2022 and 2023 and the three months ended 31 March 2024 (the “Relevant Periods”), and the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2022 and 2023 and 31 March 2024 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-64 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 12 August 2024 (the “Prospectus”) in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

### **DIRECTORS' RESPONSIBILITY FOR THE HISTORICAL FINANCIAL INFORMATION**

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

### **REPORTING ACCOUNTANTS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.



Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **OPINION**

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group and the Company as at 31 December 2022 and 2023 and 31 March 2024 and of the financial performance and cash flows of the Group for the year ended 31 December 2022 and 2023 and the three months ended 31 March 2024 in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

## **REVIEW OF INTERIM COMPARATIVE FINANCIAL INFORMATION**

We have reviewed the interim comparative financial information of the Group which comprises the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for three months ended 31 March 2023 and other explanatory information (the "Interim Comparative Financial Information"). The directors of the Company are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of preparation set out in note 2.1 the Historical Financial Information. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.



**REPORT ON MATTERS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE AND THE COMPANIES (WINDING UP AND MISCELLANEOUS PROVISIONS) ORDINANCE**

**Adjustments**

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.

**Dividends**

We refer to note 13 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

**No historical financial statements for the Company**

As at the date of this report, no statutory financial statements have been prepared for the Company since its date of incorporation.

A handwritten signature in black ink, appearing to read 'Ernst &amp; Young'.

*Certified Public Accountants*  
Hong Kong  
12 August 2024

## **I. HISTORICAL FINANCIAL INFORMATION**

### **Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

**CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**

	<i>Notes</i>	Year ended 31 December		Three months ended 31 March	
		2022	2023	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
REVENUE . . . . .	5	44,242	–	–	–
Cost of sales . . . . .		<u>(24,199)</u>	–	–	–
Gross profit . . . . .		20,043	–	–	–
Other income and gains . . . . .	6	16,223	25,428	3,009	4,740
Research and development costs . . . . .		(229,809)	(249,252)	(54,980)	(64,699)
Administrative expenses . . . . .		(33,539)	(59,306)	(10,194)	(21,659)
Other expenses and losses . . . . .	7	(102)	(15)	(5)	(70)
Finance costs . . . . .	9	(15,506)	(22,236)	(2,137)	(2,361)
Change in fair value of redemption liabilities on equity shares . . . . .	22	<u>(69,112)</u>	<u>(77,790)</u>	<u>(18,907)</u>	<u>(23,729)</u>
LOSS BEFORE TAX . . . . .	8	(311,802)	(383,171)	(83,214)	(107,778)
Income tax expense . . . . .	12	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
LOSS FOR THE YEAR/PERIOD . . . . .		<u>(311,802)</u>	<u>(383,171)</u>	<u>(83,214)</u>	<u>(107,778)</u>
Attributable to:					
Owners of the Company . . . . .		(310,993)	(382,427)	(83,007)	(107,521)
Non-controlling interests . . . . .		<u>(809)</u>	<u>(744)</u>	<u>(207)</u>	<u>(257)</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR/PERIOD . . . . .		<u>(311,802)</u>	<u>(383,171)</u>	<u>(83,214)</u>	<u>(107,778)</u>
Attributable to:					
Owners of the Company . . . . .		(310,993)	(382,427)	(83,007)	(107,521)
Non-controlling interests . . . . .		<u>(809)</u>	<u>(744)</u>	<u>(207)</u>	<u>(257)</u>
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (expressed in RMB)					
Basic and diluted . . . . .	14	<u>(1.12)</u>	<u>(1.32)</u>	<u>(0.29)</u>	<u>(0.34)</u>

## CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	Notes	As at 31 December		As at 31 March
		2022	2023	2024
		RMB'000	RMB'000	RMB'000
<b>NON-CURRENT ASSETS</b>				
Restricted bank deposit . . . . .		4,672	4,683	4,686
Property, plant and equipment . . . . .	15	82,648	157,510	158,447
Right-of-use assets . . . . .	16	107,548	92,335	88,404
Intangible assets . . . . .	17	73,730	68,071	66,657
Prepayments and other receivables . . . . .	18	15,033	16,830	24,215
<b>Total non-current assets</b> . . . . .		<b>283,631</b>	<b>339,429</b>	<b>342,409</b>
<b>CURRENT ASSETS</b>				
Prepayments and other receivables . . . . .	18	30,073	40,387	48,089
Financial assets at fair value through profit and loss (“FVTPL”) . . . . .	19	152,727	6,001	75,287
Restricted bank deposit . . . . .		1,168	491	–
Cash and cash equivalents . . . . .	20	90,762	186,830	137,208
<b>Total current assets</b> . . . . .		<b>274,730</b>	<b>233,709</b>	<b>260,584</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables . . . . .	21	56,214	133,429	100,140
Redemption liabilities on equity shares . . . . .	22	882,534	1,145,324	1,169,053
Interest-bearing bank and other borrowings . . . . .	23	–	–	80,488
Lease liabilities . . . . .	16	23,492	22,226	22,626
<b>Total current liabilities</b> . . . . .		<b>962,240</b>	<b>1,300,979</b>	<b>1,372,307</b>
<b>NET CURRENT LIABILITIES</b> . . . . .		<b>(687,510)</b>	<b>(1,067,270)</b>	<b>(1,111,723)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> . . . . .		<b>(403,879)</b>	<b>(727,841)</b>	<b>(769,314)</b>
<b>NON-CURRENT LIABILITIES</b>				
Deferred income . . . . .	24	24,828	48,281	53,149
Other long-term payables . . . . .	25	39,584	84,408	93,933
Lease liabilities . . . . .	16	32,458	19,503	18,277
<b>Total non-current liabilities</b> . . . . .		<b>96,870</b>	<b>152,192</b>	<b>165,359</b>
<b>Net liabilities</b> . . . . .		<b>(500,749)</b>	<b>(880,033)</b>	<b>(934,673)</b>
<b>DEFICIENCY IN EQUITY</b>				
<b>Equity attributable to owners of the Company</b>				
Share capital . . . . .	26	287,989	307,356	322,956
Reserves . . . . .	27	(793,929)	(1,191,836)	(1,261,819)
Controlling interests . . . . .		(505,940)	(884,480)	(938,863)
Non-controlling interests . . . . .		5,191	4,447	4,190
<b>Total deficits</b> . . . . .		<b>(500,749)</b>	<b>(880,033)</b>	<b>(934,673)</b>

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

### Year ended 31 December 2022

	Share capital	Share premium	Other reserves	Accumulated losses	Total	Non- controlling interests	Total deficits
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2022 . . . . .	247,302	318,398	(444,970)	(315,677)	(194,947)	6,000	(188,947)
Issue of new shares (notes 26 and 27) . . . . .	40,687	284,313	-	-	325,000	-	325,000
Recognition of redemption liabilities on Series C Shares (note 22) . . . . .	-	-	(325,000)	-	(325,000)	-	(325,000)
Total comprehensive loss for the year . . . . .	<u>-</u>	<u>-</u>	<u>-</u>	<u>(310,993)</u>	<u>(310,993)</u>	<u>(809)</u>	<u>(311,802)</u>
At 31 December 2022 . . . . .	<u>287,989</u>	<u>602,711</u>	<u>(769,970)</u>	<u>(626,670)</u>	<u>(505,940)</u>	<u>5,191</u>	<u>(500,749)</u>

### Year ended 31 December 2023

	Share capital	Share premium	Share- based payment reserve	Other reserves	Accumulated losses	Total	Non- controlling interests	Total deficits
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023 . . . . .	287,989	602,711	-	(769,970)	(626,670)	(505,940)	5,191	(500,749)
Issue of new shares (notes 26 and 27) . . . . .	19,367	165,633	-	-	-	185,000	-	185,000
Recognition of redemption liabilities on Series D Shares (note 22) . . . . .	-	-	-	(185,000)	-	(185,000)	-	(185,000)
Share-based payment compensation (note 28) . . . . .	-	-	3,887	-	-	3,887	-	3,887
Total comprehensive loss for the year . . . . .	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(382,427)</u>	<u>(382,427)</u>	<u>(744)</u>	<u>(383,171)</u>
At 31 December 2023 . . . . .	<u>307,356</u>	<u>768,344</u>	<u>3,887</u>	<u>(954,970)</u>	<u>(1,009,097)</u>	<u>(884,480)</u>	<u>4,447</u>	<u>(880,033)</u>

**Three months ended 31 March 2023 (unaudited)**

	Share capital	Share premium	Other reserves	Accumulated losses	Total	Non- controlling interests	Total deficits
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023 . . . . .	287,989	602,711	(769,970)	(626,670)	(505,940)	5,191	(500,749)
Total comprehensive loss for the period. . . . .	<u>–</u>	<u>–</u>	<u>–</u>	<u>(83,007)</u>	<u>(83,007)</u>	<u>(207)</u>	<u>(83,214)</u>
As at 31 March 2023 . . . . .	<u>287,989</u>	<u>602,711</u>	<u>(769,970)</u>	<u>(709,677)</u>	<u>(588,947)</u>	<u>4,984</u>	<u>(583,963)</u>

**Three months ended 31 March 2024**

	Share capital	Share premium	Share- based payment reserve	Other reserves	Accumulated losses	Total	Non- controlling interests	Total deficits
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2024. . . . .	307,356	768,344	3,887	(954,970)	(1,009,097)	(884,480)	4,447	(880,033)
Issue of new shares (notes 26 and 27) . . . . .	15,600	34,400	–	–	–	50,000	–	50,000
Share-based payment compensation (note 28) . . . . .	–	–	3,138	–	–	3,138	–	3,138
Total comprehensive loss for the period. . . . .	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(107,521)</u>	<u>(107,521)</u>	<u>(257)</u>	<u>(107,778)</u>
As at 31 March 2024 . . . . .	<u>322,956</u>	<u>802,744</u>	<u>7,025</u>	<u>(954,970)</u>	<u>(1,116,618)</u>	<u>(938,863)</u>	<u>4,190</u>	<u>(934,673)</u>



## CONSOLIDATED STATEMENTS OF CASH FLOWS

	Notes	Year ended 31 December		Three months ended 31 March	
		2022	2023	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Loss before tax . . . . .		(311,802)	(383,171)	(83,214)	(107,778)
Adjustments for:					
Investment income on financial assets at FVTPL . . . . .	6	(5,348)	(3,025)	(1,568)	(12)
Finance costs . . . . .	9	13,344	15,866	694	575
Listing expenses . . . . .	8	–	8,004	–	7,689
Foreign exchange gains, net . . . . .		–	(7)	–	–
Charge of share-based payment compensation expenses . . . . .	8	–	3,887	–	3,138
Depreciation of property, plant and equipment . . . . .	8	5,337	7,798	1,651	2,314
Depreciation of right-of-use assets . . . . .	8	5,332	14,185	3,657	3,598
Amortisation of intangible assets . . . . .	8	5,660	5,659	1,415	1,414
Fair value (gain)/loss on financial assets at FVTPL . . . . .	6	(341)	726	353	(286)
Fair value loss on redemption liabilities on equity shares . . . . .	22	69,112	77,790	18,907	23,729
Loss on disposal of items of property, plant and equipment . . . . .	7	37	10	–	–
Gain on termination of a lease contract . . . . .	6	–	(8)	–	(2)
Government grants related to interest-free financing . . . . .	6	(1,890)	(6,075)	(1,373)	(1,709)
Interest expenses of government funding . . . . .	9	2,162	6,370	1,443	1,786
Increase in trade and other receivables . . . . .		(19,597)	(11,270)	(10,701)	(6,848)
Decrease in contract cost . . . . .		22,831	–	–	–
(Decrease)/increase in trade and other payables . . . . .		(4,890)	62,317	11,750	(11,526)
Net cash flows used in operating activities . . . . .		<u>(220,053)</u>	<u>(200,944)</u>	<u>(56,986)</u>	<u>(83,918)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Purchases of items of property, plant and equipment . . . . .		(58,967)	(76,378)	(31,264)	(18,066)
Purchases of financial assets at FVTPL . . . . .		(1,238,000)	(609,000)	(284,000)	(75,000)
Disposal of financial assets at FVTPL . . . . .		1,173,847	758,025	336,568	6,012
Prepayment for acquisition of a land use right . . . . .		(29,207)	(876)	(876)	–

Notes	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Payments for restricted bank deposits . . . . .	(5,840)	–	–	–
Retrieval of restricted bank deposits . . . . .	–	1,170	–	–
Purchase of time deposits . . . . .	–	–	–	(60,000)
Proceeds from disposal of property, plant and equipment . . . . .	2	67	–	4,760
Net cash flows from/(used in) investing activities . . . . .	(158,165)	73,008	20,428	(142,294)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of shares . . . . .	325,000	185,000	–	50,000
Payment of issue cost of redemption liabilities on equity shares . . . . .	(12,250)	–	–	(13,508)
Payment of listing expenses . . . . .	–	(9,527)	–	(11,190)
Financing from non-controlling shareholder of a subsidiary . . . . .	40,000	65,000	65,000	12,000
New bank loans . . . . .	–	–	–	80,400
Interest paid . . . . .	–	–	–	(73)
Lease payments, including related interest . . . . .	(1,611)	(16,476)	(7,459)	(1,039)
Net cash flows from financing activities . . . . .	351,139	223,997	57,541	116,590
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>				
Cash and cash equivalents at beginning of year/period . . . . .	117,841	90,762	90,762	186,830
Effect of foreign exchange rate changes, net . . . . .	–	7	–	–
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD . . . . .</b>	<b>90,762</b>	<b>186,830</b>	<b>111,745</b>	<b>77,208</b>
Cash and cash equivalents as stated in the statement of financial position . . . . .	90,762	186,830	111,745	137,208
Time deposits with original maturity of more than three months . . . . .	–	–	–	(60,000)
<b>CASH AND CASH EQUIVALENTS AS STATED IN THE STATEMENT OF CASH FLOWS . . . . .</b>	<b>90,762</b>	<b>186,830</b>	<b>111,745</b>	<b>77,208</b>

## STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

	<i>Notes</i>	As at 31 December		As at 31 March
		2022	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment . . . . .	15	11,234	23,808	17,290
Right-of-use assets . . . . .	16	34,721	25,986	23,842
Intangible assets . . . . .	17	73,730	68,071	66,657
Prepayments and other receivables . . .	18	7,620	7,352	13,758
Investments in subsidiaries . . . . .	1	184,000	199,000	199,000
<b>Total non-current assets . . . . .</b>		<b>311,305</b>	<b>324,217</b>	<b>320,547</b>
<b>CURRENT ASSETS</b>				
Prepayments and other receivables . . .	18	29,122	38,774	46,609
Amount due from subsidiaries . . . . .		2,000	7,617	8,988
Financial assets at FVTPL . . . . .	19	132,686	–	55,283
Cash and cash equivalents . . . . .	20	34,039	139,748	113,593
<b>Total current assets . . . . .</b>		<b>197,847</b>	<b>186,139</b>	<b>224,473</b>
<b>CURRENT LIABILITIES</b>				
Trade and other payables . . . . .	21	27,736	96,186	69,817
Redemption liabilities on equity shares . . . . .	22	882,534	1,145,324	1,169,053
Interest-bearing bank and other borrowings . . . . .	23	–	–	80,488
Lease liabilities . . . . .	16	13,496	14,463	14,619
<b>Total current liabilities . . . . .</b>		<b>923,766</b>	<b>1,255,973</b>	<b>1,333,977</b>
<b>NET CURRENT LIABILITIES . . . . .</b>		<b>(725,919)</b>	<b>(1,069,834)</b>	<b>(1,109,504)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES . . . . .</b>				
		<b>(414,614)</b>	<b>(745,617)</b>	<b>(788,957)</b>
<b>NON-CURRENT LIABILITIES</b>				
Deferred income . . . . .	24	–	2,982	5,298
Lease liabilities . . . . .	16	23,243	14,499	13,603
<b>Total non-current liabilities . . . . .</b>		<b>23,243</b>	<b>17,481</b>	<b>18,901</b>
<b>Net liabilities . . . . .</b>		<b>(437,857)</b>	<b>(763,098)</b>	<b>(807,858)</b>
<b>DEFICIENCY IN EQUITY</b>				
Share capital . . . . .	26	287,989	307,356	322,956
Reserves . . . . .	27	(725,846)	(1,070,454)	(1,130,814)
<b>Total deficits . . . . .</b>		<b>(437,857)</b>	<b>(763,098)</b>	<b>(807,858)</b>

## II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

### 1. CORPORATE AND GROUP INFORMATION

TYK Medicines, Inc (the “Company”) was incorporated in Chinese Mainland on 2 November 2017. The registered office address of the Company is Room 1403-2, 14th Floor, Tower A, Changxing World Trade Building, No. 1278 Mingzhu Road, Changxing Economic Development Zone, Huzhou, Zhejiang Province, the PRC.

The Company is a drug discovery Research & Development centre. The Company and its subsidiaries (the “Group”) are principally engaged in the research, development and commercialisation of pharmaceutical products.

As at the date of this report, the Company had direct interests in its subsidiaries, all of which are private limited liability companies, the particulars of which are as follows:

Name	Place and date of incorporation/registration and place of operations	Nominal value of issued ordinary/registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
TYK Medicines (Shanghai) Co., Ltd.* (上海同源康醫藥有限公司) (Note a) . . . . .	People’s Republic of China (“PRC”)/ Chinese Mainland, 25 May 2020	RMB100,000,000	100%	–	Administrative headquarters
TYK Medicines (Zhengzhou) Co., Ltd.* (鄭州同源康醫藥有限公司) (Note a) . . . . .	PRC/Chinese Mainland, 28 October 2020	RMB45,000,000	100%	–	Research and development
Kangyuan Pharmaceuticals (Changxing) Co., Ltd.* (長興康源製藥有限公司) (Note a) (“Changxing Kangyuan”).	PRC/Chinese Mainland, 25 March 2021	RMB20,000,000	70%	–	Research and development
Yabao Biotechnology (Shanghai) Co., Ltd.* (上海雅葆生物科技有限公司) (Note b) (Note 34) . . . . .	PRC/Chinese Mainland, 22 November 2021	RMB40,000,000	100%	–	Research and development
TYK Medicines USA, Inc . . . . .	United States of America (“USA”), 16 May 2023	USD1,000,000	100%	–	Research and development

\* These entities are limited liability enterprises established under the PRC law. The English names of these companies represent the best effort made by the directors of the Company (the “Directors”), as none of them have been registered with official English names.

*Notes:*

- a. The statutory financial statements of the company for the year ended 31 December 2022 prepared in accordance with PRC Generally Accepted Accounting Principles were audited by Shenzhen Ju Yuan Li De Certified Public Accountants LLP. The statutory financial statements of the company for the year ended 31 December 2023 prepared in accordance with PRC Generally Accepted Accounting Principles were audited by Zhejiang Zhejing Tiance Certified Public Accountants Co., Ltd.
- b. The statutory financial statements of the company for the year ended 31 December 2022 prepared in accordance with PRC Generally Accepted Accounting Principles were audited by Shenzhen Ju Yuan Li De Certified Public Accountants LLP. No audited financial statements have been prepared for the entity for the year ended 31 December 2023 as this entity was not subject to any statutory audit requirements under the relevant rules and regulations in its jurisdiction of incorporation.

The investments in subsidiaries in the Company’s statements of financial position represent:

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Unlisted investments, at cost . . . . .	184,000	199,000	199,000

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the Hong Kong Companies Ordinance.

All HKFRSs effective for the accounting period commencing from 1 January 2022, together with the relevant transitional provisions, have been early adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods and in the period covered by the Interim Comparative Financial Information.

These financial statements have been prepared under the historical cost convention, except for Redemption liabilities on equity shares and wealth management products which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

The Group incurred losses continually during the Relevant Periods due to the pre-revenue stage of its new drug research and development businesses. The Group recorded net liabilities of RMB934,673,000 and net current liabilities of RMB1,111,723,000 as at 31 March 2024, primarily due to the significant amount of the redemption liabilities on equity shares of RMB1,169,053,000 arising from the financing with redemption feature from Pre-IPO investors. The redemption feature has ceased to be effective from the date before the date of the first submission of the first listing application form for the Listing and shall be reinstated in the event where (i) the Company withdraws its application for the public offering, (ii) the Stock Exchange, the SFC or any competent securities regulatory authority has decided not to approve or to reject the listing application of our Company or otherwise terminate the listing application review procedure, or (iii) the Company fails to complete the public offering within 14 months from the date of submission of the application to the Stock Exchange. Further, redemption liabilities on equity shares will be derecognized from liabilities as a result of the termination of all special rights upon the Listing. Based on the latest application status, the directors of the Company are of the opinion that the Company is expected to complete the public offering successfully within 14 months from the application and therefore the redemption feature will unlikely be restored in the twelve months from 31 March 2024.

The directors of the Company further assessed whether the Group have sufficient working capital to meet its present obligations, taking into account the financial resources available to the Group, including cash and cash equivalents on hand and the estimated net proceeds from the Listing. The Company has prudently prepared a full-speed budget based for pivotal Phase II/Phase III clinical trials of its core products and other early-stage pipelines for 2024 assuming the Company is able to raise proceeds from the Listing as well as a backbone budget plan to advance all necessary R&D activities for its core products assuming the Company is unable to raise proceeds from the Listing. Based on the rigorous review of the budget under either full-speed or backbone scenario, the directors of the Company are satisfied that the Group would have sufficient working capital to meet its present obligations, taking into account the financial resources available to the Group for next twelve months from 31 March 2024.

Accordingly, the directors of the Company concluded that it is appropriate to prepare the Historical Financial Information on a going concern basis.

### Basis of consolidation

The Historical Financial Information includes the financial information of the Company and its subsidiaries for the Relevant Periods. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same Relevant Periods as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in the Historical Financial Information. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

HKFRS 18 . . . . .	<i>Presentation and Disclosure in Financial Statements</i> <sup>3</sup>
HKFRS 19 . . . . .	<i>Subsidiaries without Public Accountability: Disclosure</i> <sup>3</sup>
Amendments to HKFRS 9 and HKFRS 7 . . . . .	<i>Amendments to the Classification and Measurement of Financial Instruments</i> <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28 . . . . .	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
Amendments to HKAS 21 . . . . .	<i>Lack of Exchangeability</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2026

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2027

<sup>4</sup> No mandatory effective date yet determined but available for adoption

The Group is in the process of making an assessment of the impact of these revised HKFRSs upon initial application. So far, the Group considers that these revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

## 2.3 MATERIAL ACCOUNTING POLICIES

### Fair value measurement

The Group measures its financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statement on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of the reporting periods.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required, the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of the reporting periods as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

## Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Furniture and equipment . . . . .	20% to 33%
Leasehold improvements . . . . .	Shorter of remaining lease terms and estimated useful lives

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of the reporting periods.



An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year/period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

#### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets are amortised on the straight-line basis over the following estimated useful lives:

Intellectual property . . . . . 13 to 20 years

Intellectual property is recognised as intangible assets at historical cost and amortised using the straight-line method over its estimated useful life of 13 to 20 years, which is determined by reference to the authorised useful life and the management's estimation. The estimation is made considering the protection period of the Intellectual property. It is subsequently carried at cost less accumulated amortisation and impairment losses.

#### **Research and development costs**

All research costs are charged to profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

#### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### ***Group as a lessee***

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

#### ***(a) Right-of-use assets***

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Office premises . . . . . 2 to 5 years  
Land use right . . . . . 20 to 50 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

*(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate used to determine such lease payments) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are presented in a separate line on the consolidated statements of financial position.

*(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that is considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

## **Investments and other financial assets**

### ***Initial recognition and measurement***

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

#### ***Subsequent measurement***

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

##### *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the profit or loss.

#### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

#### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### ***General approach***

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs.
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs.
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs.

## **Financial liabilities**

### ***Initial recognition and measurement***

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, interest-bearing bank and other borrowings and other long-term payables.

### ***Subsequent measurement***

The subsequent measurement of financial liabilities depends on their classification as follows:

#### ***Financial liabilities at amortised cost***

After initial recognition, financial liabilities are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

### *Financial liabilities measured at FVTPL*

Financial liabilities measured at FVTPL include redemption liabilities on equity shares.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the profit or loss. The net fair value gain or loss recognised in the profit or loss does not include any interest charged on these financial liabilities.

### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### **Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

### **Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting periods, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting periods between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary difference; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary difference; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting periods and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting periods and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting periods.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

### **Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Where the Group receives government loans granted with no or at a below-market rate of interest, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for “Financial liabilities” above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to the profit or loss over the period of the loan.

### **Revenue recognition**

#### ***Revenue from contracts with customers***

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

### ***Collaboration revenue***

At contract inception, the Group analyses the collaboration arrangements to assess whether they are within the scope of HKFRS 11 *Joint Arrangements* to determine whether such arrangements involve joint operating activities performed by parties that are both active participants in the activities and are exposed to significant risks and rewards dependent on the commercial success of such activities.

In determining the appropriate amount of revenue to be recognised as the Group fulfils its obligations under each of the collaboration agreements, the management of the Company perform the five-step model under HKFRS 15. The collaboration arrangements may contain more than one unit of account or performance obligation, including grants of licenses to intellectual property rights (the “Licenses”), agreements to provide research and development services and other deliverables. The collaborative arrangements typically do not include a right of return for any deliverable. In general, the consideration allocated to each performance obligation is recognised when the obligation is satisfied either by delivering a good or rendering a service, limited to the consideration that is not constrained. Non-refundable payments received before all of the relevant criteria for revenue recognition are satisfied are recorded as contract liabilities.

### ***Licenses of intellectual property***

Upfront non-refundable payments for Licenses are evaluated to determine if they are distinct from the other performance obligations identified in the arrangements. For the Licenses determined to be distinct, the Group recognises revenues from non-refundable up-front fees allocated to the licenses at a point in time, when the Licenses are transferred to the licensee and the licensee is able to use and benefit from the Licenses.

### ***Research and development services***

The portion of the transaction price allocated to research and development service performance obligations is deferred and recognised as collaboration revenue at the point in time when the research and development services are rendered to customers.

### ***Milestone payments***

At the inception of each arrangement that includes development milestone payments, the management of the Company evaluates whether the milestones are considered probable of being reached and estimates the amount to be included in the transaction price using the most likely amount method. If it is probable that a significant revenue reversal would not occur, the associated milestone value is included in the transaction price. Milestones related to development-based activities may include initiation of various phases of clinical trials. Due to the uncertainty involved in meeting these development-based targets, they are generally fully constrained at contract inception. The management of the Company will assess whether the variable consideration is fully constrained for each reporting period based on the facts and circumstances surrounding the clinical trials. Upon changes to constraint associated with the developmental milestones, variable consideration will be included in the transaction price when a significant reversal of revenue recognised is not expected to occur and allocated to the separate performance obligations. Due to the inherent uncertainty with the approval process, regulatory milestones are fully constrained until the period in which those regulatory approvals are achieved. Regulatory milestones are included in the transaction price in the period regulatory approval is obtained.

### ***Royalties***

For arrangements that include sales-based royalties, including milestone payments based on the level of sales, and the Licenses that are deemed to be the predominant items to which the royalties relate, the Group recognises revenue at the later of (i) when the related sales occur, and (ii) when the performance obligation to which some or all of the royalties have been allocated is satisfied (or partially satisfied).

### ***Other income***

Bank interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

### ***Share-based payments***

The Group operates a restricted share scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer, further details of which are given in note 28 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of restricted shares unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

### **Other employee benefits**

#### ***Pension scheme***

The employees of the Group which operates in Chinese Mainland are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries operating in Chinese Mainland are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

#### ***Housing fund — Chinese Mainland***

The Group contributes on a monthly basis to a defined contribution housing fund plan operated by the local municipal government. Contributions to this plan by the Group are expensed as incurred.

### **Foreign currencies**

The Historical Financial Information is presented in RMB, which is the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting periods. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).



In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than RMB. As at the end of the reporting periods, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting periods and their statements of profit or loss and other comprehensive income are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of the overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the overseas subsidiaries which arise throughout the reporting periods are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

### **3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of the Group's Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### **Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

#### ***Revenue from contracts with customers***

The Group applied the following judgements that significantly affect the determination of the amount and timing of revenue from contracts with customers:

- (a) *Identifying performance obligation under contracts which have bundled sales of the Licenses and research and development services*

The Group have a contract which provides the Licenses together with preclinical research and development services to a customer. The Group determined that both the Licenses and research and development services are not distinct. The Group is providing a significant integration service because the presence of the Licenses and research and development services together in the contract result in a combined functionality. In addition, the Licenses and research and development services are highly interdependent or highly interrelated, because the Group would not be able to transfer the Licenses if the research and development services were not completed. Consequently, the Group has combined the sales of the Licenses and research and development services as a single performance obligation.

- (b) *Determining the timing of satisfaction of the Licenses and research and development services*

For the Licenses which the customer gets a right to use, revenue for the Licenses and research and development services is recognised at the point of time when the control of the Licenses is transferred to the customer and the customer is able to consume and benefit from the Licenses.

The Group's revenue is generated from the collaboration agreement with Livzon Pharmaceutical Group Inc., which generally contains multiple performance obligations including (1) grants of licenses to intellectual property rights and (2) providing research and development services and other deliverables.

#### ***Research and development expenses***

All research expenses are charged to profit or loss as incurred. Expenses incurred on each pipeline to develop new products are capitalised and deferred in accordance with the accounting policy for research and development expenses in note 2.3 to the Historical Financial Information. Determining the amounts to be capitalised requires management to make judgements on the technical feasibility of existing pipelines to be successfully commercialised and bring economic benefits to the Company.

### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting periods, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### ***Leases — Estimating the incremental borrowing rate***

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as a subsidiary’s stand-alone credit rating).

#### ***Impairment on property, plant and equipment and right-of-use assets***

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

At the end of each reporting period, no indication of impairment for property, plant and equipment and right-of-use assets are identified by the Group.

#### ***Fair value of financial instruments***

The redemption liabilities on equity shares issued by the Group are not traded in an active market and the respective fair values are calculated as the higher of (i) the original investment principal from investors, plus an annual simple rate of 10% of the original investment principal for a period of time commencing from the delivery date to the actual payments date of the settlement (referred as “P+I”); (ii) the net assets of the Company audited by an accountant firm with experience in securities practice that is selected by the Company and approved by the investors at the time of transfer held by the investors; and (iii) the investment principal plus the increase of the shareholders’ equity of the Company held by the investors in proportion to the shareholding period.

The fair values of redemption liabilities on equity shares of the Group as at 31 December 2022 and 2023 and 31 March 2024 were RMB882,534,000 and RMB1,145,324,000 and RMB1,169,053,000, respectively. Further details are set out in note 33 to the Historical Financial Information.

#### ***Recognition of income taxes and deferred tax assets***

Determining income tax provision involves judgment on the future tax treatment of certain transactions and when certain matters relating to the income taxes have not been confirmed by the local tax bureau. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised in respect of deductible temporary differences and unused tax losses. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences and the losses can be utilised, management’s judgment is required to assess the probability of future taxable profits. Management’s assessment is revised as necessary and deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

### *Performance-based restricted shares*

The Group estimates the number of share awards contingently issuable when determining the share-based expenses, which depends on the achievement of certain non-market performance targets of the Group under the Employee Incentive Scheme (as defined in note 28 to the Historical Financial Information). This requires an estimation of the performance targets to be achieved by the Group, including completion of public offering. The Group recorded nil and RMB3,887,000 and RMB3,138,000 share-based payment compensation expenses during the year ended 31 December 2022 and 2023 and the three months ended 31 March 2024.

## **4. OPERATING SEGMENT INFORMATION**

### **Operating segment information**

For management purposes, the Group has only one reportable operating segment, which is developing and commercialising pharmaceutical products. Since this is the only reportable operating segment of the Group, no further operating segment analysis thereof is presented.

### **Geographical information**

Since all of the Group's non-current assets were located in Chinese Mainland, no geographical information in accordance with HKFRS 8 *Operating Segments* is presented.

## **5. REVENUE**

An analysis of revenue is as follows:

### **Revenue from contracts with customers**

#### *(a) Disaggregated revenue information*

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 <i>(unaudited)</i>	RMB'000
<b>Type of services</b>				
Collaboration revenue . . . . .	44,242	—	—	—
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
<b>Timing of revenue recognition</b>				
Transferred at a point in time .	44,242	—	—	—
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

#### *(b) Performance obligations*

##### *Licensing-out of intellectual property*

In August 2020, the Group entered into an exclusive license agreement (the "Livzon Agreement") with Livzon Pharmaceutical Group Inc. ("Livzon") to research, develop, improve, manufacture, use, sell, contract and commercialize ROS1/NTRK/ALK multi-target small molecule broad-spectrum tyrosine kinase inhibitor ("TY-2136b") in Great China. Pursuant to the Livzon Agreement, the Group is entitled to receive upfront payment, milestone payment and royalty payment for licensing and preclinical support.

The Group recognised collaboration revenue of RMB44,242,000 related to licensing-out of TY-2136b during the year ended 31 December 2022.

## 6. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
<u>Other income</u>				
Government grants related to income	6,621	16,245	181	2,303
Government grants related to interest-free financing . . . . .	1,890	6,075	1,373	1,709
Bank interest income . . . . .	<u>2,023</u>	<u>700</u>	<u>240</u>	<u>428</u>
<u>Gains</u>				
Investment income on financial assets at FVTPL . . . . .	5,348	3,025	1,568	12
Gain/(loss) on fair value changes of financial assets at FVTPL . . . . .	341	(726)	(353)	286
Gain on termination of a lease contract . . . . .	–	8	–	2
Foreign exchange gains, net . . . . .	<u>–</u>	<u>101</u>	<u>–</u>	<u>–</u>
Total . . . . .	<u>16,223</u>	<u>25,428</u>	<u>3,009</u>	<u>4,740</u>

## 7. OTHER EXPENSES

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Loss on disposals of property, plant and equipment . . . . .	37	10	–	–
Donation to not-for-profit organisations . . . . .	50	5	5	–
Others . . . . .	<u>15</u>	<u>–</u>	<u>–</u>	<u>70</u>
Total . . . . .	<u>102</u>	<u>15</u>	<u>5</u>	<u>70</u>

## 8. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging:

	Notes	Year ended 31 December		Three months ended 31 March	
		2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Cost of services provided . . .		24,199	–	–	–
Depreciation of property, plant and equipment* . . . . .	15	5,337	7,798	1,651	2,314
Depreciation of right-of-use assets** . . . . .	16	5,332	14,185	3,657	3,598
Amortisation of intangible assets*** . . . . .	17	5,660	5,659	1,415	1,414
Research and development costs					
Current year expenditure . . .		179,364	185,408	39,582	50,042
Loss on disposal of items of property, plant and equipment . . . . .	7	37	10	–	–

	Notes	Year ended 31 December		Three months ended 31 March	
		2022	2023	2023	2024
		RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Expenses relating to short-term leases . . . . .	16	1,020	923	225	238
Listing expenses . . . . .		–	8,004	–	7,689
Staff costs (including directors' emoluments)****:					
– Salaries, discretionary bonuses, allowances and benefits in kind . . . . .		56,186	63,918	15,158	12,939
– Pension scheme contributions . . . . .		2,269	3,026	701	666
– Share-based payment compensation . . . . .		–	3,887	–	3,138
		<u>58,455</u>	<u>70,831</u>	<u>15,859</u>	<u>16,743</u>

\* The depreciation of property, plant and equipment for the Relevant Periods and three months ended 31 March 2023 is included in “Cost of sales”, “Research and development costs” and “Administrative expenses” in profit or loss.

\*\* The depreciation of right-of-use assets for the Relevant Periods and three months ended 31 March 2023 is included in “Research and development costs” and “Administrative expenses” in profit or loss and “Construction in progress” in the consolidated statement of financial position.

\*\*\* The amortisation of intellectual property for the Relevant Periods and three months ended 31 March 2023 is included in “Research and development costs” in profit or loss.

\*\*\*\* The staff cost for the Relevant Periods and three months ended 31 March 2023 is included in “Cost of sales”, “Research and development costs” and “Administrative expenses” in profit or loss.

## 9. FINANCE COSTS

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Interest on lease liabilities (note 16) . . . . .	1,094	2,358	694	414
Interest expenses of government funding . . . . .	2,162	6,370	1,443	1,786
Interest on bank loans . . . . .	–	–	–	161
Transaction cost on issue of redemption liabilities on equity shares . . . . .	<u>12,250</u>	<u>13,508</u>	<u>–</u>	<u>–</u>
Total . . . . .	<u>15,506</u>	<u>22,236</u>	<u>2,137</u>	<u>2,361</u>

## 10. DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors', supervisors' and chief executive's remuneration for the Relevant Periods and three months ended 31 March 2023, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Fees . . . . .	—	—	—	—
Other emoluments:				
Salaries, allowances and benefits in kind . . . . .	4,506	5,878	1,454	1,206
Pension scheme contributions . . . . .	95	100	26	40
Housing funds, medical insurance and other social insurance . . . . .	86	93	23	42
Share-based payment compensation . . . . .	—	670	—	1,140
Total . . . . .	<u>4,687</u>	<u>6,741</u>	<u>1,503</u>	<u>2,428</u>

### (a) Executive directors, non-executive directors, supervisors and the chief executive

	Salaries, allowances and benefits in kind	Housing funds, medical insurance and other social insurance	Pension scheme contributions	Total
	RMB'000	RMB'000	RMB'000	RMB'000
2022				
Chief executive and executive director:				
Dr. Wu Yusheng ( <i>Note (a)</i> ) . . . . .	<u>2,153</u>	<u>4</u>	<u>7</u>	<u>2,164</u>
Directors:				
Dr. Li Jun ( <i>Note (b)</i> ) . . . . .	600	4	7	611
Dr. Gu Eric Hong ( <i>Note (e)</i> ) . . . . .	—	—	—	—
Dr. Sun Feng ( <i>Note (f)</i> ) . . . . .	—	—	—	—
Dr. Li Li ( <i>Note (g)</i> ) . . . . .	—	—	—	—
Dr. Meng Xiaoying ( <i>Note (h)</i> ) . . . . .	—	—	—	—
Dr. Jiang En ( <i>Note (i)</i> ) . . . . .	—	—	—	—
Mr. He Chao ( <i>Note (j)</i> ) . . . . .	—	—	—	—
Supervisors:				
Dr. Niu Chengshan ( <i>Note (c)</i> ) . . . . .	1,105	13	19	1,137
Dr. Liang Apeng ( <i>Note (d)</i> ) . . . . .	648	65	62	775
Ms. Shang Jing ( <i>Note (k)</i> ) . . . . .	—	—	—	—
Dr. Li Jun ( <i>Note (l)</i> ) . . . . .	—	—	—	—
Dr. Liu Xingyu ( <i>Note (m)</i> ) . . . . .	—	—	—	—
Total . . . . .	<u>4,506</u>	<u>86</u>	<u>95</u>	<u>4,687</u>

	Salaries, allowances and benefits in kind	Share-based payment compensation	Housing funds, medical insurance and other social insurance	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
2023					
Chief executive and executive director:					
Dr. Wu Yusheng (Note (a)) . . . . .	2,360	510	3	4	2,877
Directors:					
Dr. Li Jun (Note (b)) . . .	900	—	1	1	902
Dr. Gu Eric Hong (Note (e)) . . . . .	—	—	—	—	—
Dr. Sun Feng (Note (f)) .	—	—	—	—	—
Dr. Li Li (Note (g)) . . .	—	—	—	—	—
Dr. Meng Xiaoying (Note (h)) . . . . .	—	—	—	—	—
Dr. Jiang En (Note (i)) .	—	—	—	—	—
Mr. He Chao (Note (j)) .	—	—	—	—	—
Dr Gao Tianhua (Note (n)) . . . . .	—	—	—	—	—
Supervisors:					
Dr. Niu Chengshan (Note (c)) . . . . .	1,410	58	13	20	1,501
Dr. Liang Apeng (Note (d)) . . . . .	1,208	102	76	75	1,461
Ms. Shang Jing (Note (k)) . . . . .	—	—	—	—	—
Dr. Li Jun (Note (l)) . . .	—	—	—	—	—
Dr. Liu Xingyu (Note (m)) . . . . .	—	—	—	—	—
Total . . . . .	<u>5,878</u>	<u>670</u>	<u>93</u>	<u>100</u>	<u>6,741</u>

	Salaries, allowances and benefits in kind	Housing funds, medical insurance and other social insurance	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Three months ended 31 March 2023 <i>(unaudited)</i>				
Chief executive and executive director:				
Dr. Wu Yusheng <i>(Note (a))</i> . . . . .	585	1	2	588
Directors:				
Dr. Li Jun <i>(Note (b))</i> . . . . .	225	1	1	227
Dr. Gu Eric Hong <i>(Note (e))</i> . . . . .	–	–	–	–
Dr. Sun Feng <i>(Note (f))</i> . . . . .	–	–	–	–
Dr. Li Li <i>(Note (g))</i> . . . . .	–	–	–	–
Dr. Meng Xiaoying <i>(Note (h))</i> . . . . .	–	–	–	–
Dr. Jiang En <i>(Note (i))</i> . . . . .	–	–	–	–
Mr. He Chao <i>(Note (j))</i> . . . . .	–	–	–	–
Supervisors:				
Dr. Niu Chengshan <i>(Note (c))</i> . . . . .	352	3	5	360
Dr. Liang Apeng <i>(Note (d))</i> . . . . .	292	18	18	328
Ms. Shang Jing <i>(Note (k))</i> . . . . .	–	–	–	–
Dr. Li Jun <i>(Note (l))</i> . . . . .	–	–	–	–
Dr. Liu Xingyu <i>(Note (m))</i> . . . . .	–	–	–	–
Total . . . . .	<u>1,454</u>	<u>23</u>	<u>26</u>	<u>1,503</u>

	Salaries, allowances and benefits in kind	Share-based payment compensation	Housing funds, medical insurance and other social insurance	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Three months ended 31 March 2024					
Chief executive and executive director:					
Dr. Wu Yusheng <i>(Note (a))</i> . . . . .	346	412	–	–	758
Executive Director:					
Dr. Jiang Mingyu <i>(Note (o))</i> . . . . .	156	599	19	18	792
Directors:					
Dr. Sun Feng <i>(Note (f))</i> . . . . .	–	–	–	–	–
Dr. Li Li <i>(Note (g))</i> . . . . .	–	–	–	–	–
Dr. Jiang En <i>(Note (i))</i> . . . . .	–	–	–	–	–
Dr. Gao Tianhua <i>(Note (n))</i> . . . . .	–	–	–	–	–
Non-executive directors:					
Dr. Li Jun <i>(Note (b))</i> . . . . .	225	–	–	–	225
Dr. Gu Eric Hong <i>(Note (e))</i> . . . . .	–	–	–	–	–



	Salaries, allowances and benefits in kind	Share-based payment compensation	Housing funds, medical insurance and other social insurance	Pension scheme contributions	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Dr. Meng Xiaoying (Note (h)) . . . . .	–	–	–	–	–
Mr. He Chao (Note (j)) . . . . .	–	–	–	–	–
Dr. Ding Zhao (Note (p)) . . . . .	–	–	–	–	–
Independent non-executive directors:					
Mr. Zhang Senquan (Note (q)) . . . . .	25	–	–	–	25
Dr. Leng Yuting (Note (r)) . . . . .	25	–	–	–	25
Dr. Xu Wenqing (Note (s)) . . . . .	25	–	–	–	25
Dr. Shen Xiuhua (Note (t)) . . . . .	25	–	–	–	25
Supervisors:					
Dr. Niu Chengshan (Note (c)) . . . . .	231	47	3	3	284
Dr. Liang Apeng (Note (d)) . . . . .	148	82	20	19	269
Ms. Shang Jing (Note (k)) . . . . .	–	–	–	–	–
Dr. Li Jun (Note (l)) . . . . .	–	–	–	–	–
Dr. Liu Xingyu (Note (m)) . . . . .	–	–	–	–	–
Total . . . . .	<u>1,206</u>	<u>1,140</u>	<u>42</u>	<u>40</u>	<u>2,428</u>

Notes:

- (a) Dr. Wu Yusheng was appointed as an executive director and the chief executive director of the Company with effect from November 2017.
- (b) Dr. Li Jun was appointed as a director with effect from January 2021 and was appointed as a non-executive director with effect from January 2024.
- (c) Dr. Niu Chengshan was appointed as a supervisor with effect from May 2018.
- (d) Dr. Liang Apeng was appointed as a supervisor with effect from November 2017.
- (e) Dr. Gu Eric Hong was appointed as a director with effect from November 2017 and was appointed as a non-executive director with effect from January 2024.
- (f) Dr. Sun Feng was appointed as a director with effect from May 2019 and resigned in January 2024.
- (g) Dr. Li Li was appointed as a director with effect from January 2021 and resigned in January 2024.
- (h) Dr. Meng Xiaoying was appointed as a director with effect from January 2021 and was appointed as a non-executive director with effect from January 2024.
- (i) Dr. Jiang En was appointed as a director with effect from July 2021 and resigned in January 2024.

- (j) Mr. He Chao was appointed as a director with effect from June 2022 and was appointed as a non-executive director with effect from January 2024.
- (k) Ms. Shang Jing was appointed as a supervisor with effect from January 2021.
- (l) Dr. Li Jun was appointed as a supervisor with effect from July 2021 and resigned in January 2024.
- (m) Dr. Liu Xingyu was appointed as a supervisor with effect from July 2021 and resigned in January 2024.
- (n) Dr. Gao Tianhua was appointed as a director with effect from June 2023 and resigned in January 2024.
- (o) Dr. Jiang Mingyu was appointed as an executive director with effect from January 2024.
- (p) Dr. Ding Zhao was appointed as a non-executive director with effect from January 2024.
- (q) Mr. Zhang Senquan was appointed as an independent non-executive director with effect from January 2024.
- (r) Dr. Leng Yuting was appointed as an independent non-executive director with effect from January 2024.
- (s) Dr. Xu Wenqing was appointed as an independent non-executive director with effect from January 2024.
- (t) Dr. Shen Xiuhua was appointed as an independent non-executive director with effect from January 2024.

During the Relevant Periods and three months ended 31 March 2023, restricted shares were granted to two directors and two supervisors in respect of their services to the Group, further details of which are included in the disclosures in note 28 to the Historical Financial Information. The fair value of such restricted shares, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for the Relevant Periods and three months ended 31 March 2023 is included in the above executive directors, non-executive directors, supervisors and the chief executive' remuneration disclosures.

There was no arrangement under which a director or supervisor waived or agreed to waive any remuneration during the Reporting Period.

## 11. FIVE HIGHEST PAID EMPLOYEES

Included in the five highest paid employees during the Relevant Periods and three months ended 31 March 2023 are one, one, one director and two directors, respectively, details of whose remuneration are set out in note 10 above. Details of the remuneration of the remaining highest paid employees who are neither a director nor chief executive of the Company during the Relevant Periods and three months ended 31 March 2023, respectively, are as follows:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000	RMB'000
			(unaudited)	
Salaries, allowances and benefits in kind . . . . .	7,453	8,570	2,189	1,222
Pension scheme contributions . . . . .	51	119	29	14
Housing funds, medical insurance and other social insurance . . . . .	56	132	32	19
Share-based payment compensation . . . . .	–	2,478	–	1,401
Total . . . . .	<u>7,560</u>	<u>11,299</u>	<u>2,250</u>	<u>2,656</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Nil to HKD1,000,000 . . . . .	–	–	4	2
HKD1,500,001 to HKD2,000,000 . . . . .	3	–	–	1
HKD2,000,001 to HKD2,500,000 . . . . .	–	1	–	–
HKD2,500,001 to HKD3,500,000 . . . . .	1	1	–	–
HKD3,500,001 to HKD4,000,000 . . . . .	–	2	–	–
	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

During the Relevant Periods and three months ended 31 March 2023, restricted shares were granted to the non-director and non-chief executive highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 28 to the Historical Financial Information. The fair value of such restricted shares, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for the Relevant Periods and three months ended 31 March 2023 is included in the above non-director and non-chief executive highest paid employees' remuneration disclosures.

During the Relevant Periods and three months ended 31 March 2023, no highest paid employees waived or agreed to waive any remuneration and no remuneration was paid by the Group to any of the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office.

## 12. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

### Chinese Mainland

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the Enterprise Income Tax ("EIT") rate of the PRC subsidiaries was 25% during the Relevant Periods and three months ended 31 March 2023 except for the Company which was subject to tax concession set out below.

The Company was accredited as a "High and New Technology Enterprise" ("HNTE") in 2022. Therefore, the Company was entitled to a preferential EIT rate of 15% for the Relevant Periods and three months ended 31 March 2023. The qualification as a HNTE Enterprise is subject to review by the relevant tax authority in the PRC every three years.

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Loss before tax . . . . .	<u>(311,802)</u>	<u>(383,171)</u>	<u>(83,214)</u>	<u>(107,778)</u>
Tax at the statutory tax rate (15%) . . . . .	(46,770)	(57,476)	(12,482)	(16,167)
Effect of different tax rates enacted by local authorities . . . . .	(3,840)	(5,413)	(1,028)	(979)
Additional deductible allowance for research and development expenses . . . . .	(27,432)	(40,030)	(8,366)	(10,368)
Deductible temporary difference and tax losses not recognised . . . . .	77,683	102,537	21,784	27,392
Expenses not deductible for tax . . . . .	<u>359</u>	<u>382</u>	<u>92</u>	<u>122</u>
Tax charge at the Group's effective rate . . . . .	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>

Deferred tax assets have not been recognised in respect of these losses and deductible temporary differences as they have arisen in the subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits in foreseeable future will be available against which the tax losses can be utilised.

According to the EIT Law, an additional 75% of qualified research and development expenses incurred was allowed to be deducted from taxable income effective from 1 January 2022 to 30 September 2022. An additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income effective from 1 October 2022.

### 13. DIVIDENDS

No dividend was paid or declared by the Company during the Relevant Periods and three months ended 31 March 2023.

### 14. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the year/period attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 277,817,000, 288,774,000, 287,989,000 and 317,756,000 in issue during the Relevant Periods and three months ended 31 March 2023, respectively.

The Group had no potentially dilutive ordinary shares in issue during the Relevant Periods and three months ended 31 March 2023.

The calculation of basic and loss per share is based on:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Loss				
Loss attributable to ordinary equity holders of the parent . . .	(310,993)	(382,427)	(83,007)	(107,521)
Shares				
Weighted average number of ordinary shares in issue during the year used in the basic loss per share calculation . . . . .	<u>277,817,000</u>	<u>288,774,000</u>	<u>287,989,000</u>	<u>317,756,000</u>
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT (Express in RMB)				
Basic and diluted . . . . .	<u>(1.12)</u>	<u>(1.32)</u>	<u>(0.29)</u>	<u>(0.34)</u>

## 15. PROPERTY, PLANT AND EQUIPMENT

### The Group

	Furniture and equipment	Leasehold improvements	Construction in progress	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2022</b>				
At 1 January 2022:				
Cost . . . . .	11,247	5,622	5,731	22,600
Accumulated depreciation . . . . .	(2,012)	(893)	–	(2,905)
Net carrying amount . . . . .	<u>9,235</u>	<u>4,729</u>	<u>5,731</u>	<u>19,695</u>
At 1 January 2022, net of				
accumulated depreciation . . . . .	9,235	4,729	5,731	19,695
Additions . . . . .	5,820	1,933	60,577	68,330
Disposal . . . . .	(40)	–	–	(40)
Transfer . . . . .	–	1,311	(1,311)	–
Depreciation provided during the year . . . . .	(3,151)	(2,186)	–	(5,337)
At 31 December 2022, net of accumulated depreciation . . . . .	<u>11,864</u>	<u>5,787</u>	<u>64,997</u>	<u>82,648</u>
At 31 December 2022:				
Cost . . . . .	17,027	8,866	64,997	90,890
Accumulated depreciation . . . . .	(5,163)	(3,079)	–	(8,242)
Net carrying amount . . . . .	<u>11,864</u>	<u>5,787</u>	<u>64,997</u>	<u>82,648</u>
<b>31 December 2023</b>				
At 1 January 2023:				
Cost . . . . .	17,027	8,866	64,997	90,890
Accumulated depreciation . . . . .	(5,163)	(3,079)	–	(8,242)
Net carrying amount . . . . .	<u>11,864</u>	<u>5,787</u>	<u>64,997</u>	<u>82,648</u>
At 1 January 2023, net of				
accumulated depreciation . . . . .	11,864	5,787	64,997	82,648
Additions . . . . .	1,751	6,817	74,169	82,737
Disposal . . . . .	(10)	(67)	–	(77)
Depreciation provided during the year . . . . .	(3,762)	(4,036)	–	(7,798)
At 31 December 2023, net of accumulated depreciation . . . . .	<u>9,843</u>	<u>8,501</u>	<u>139,166</u>	<u>157,510</u>
At 31 December 2023:				
Cost . . . . .	18,629	15,377	139,166	173,172
Accumulated depreciation . . . . .	(8,786)	(6,876)	–	(15,662)
Net carrying amount . . . . .	<u>9,843</u>	<u>8,501</u>	<u>139,166</u>	<u>157,510</u>
<b>31 March 2024</b>				
At 1 January 2024:				
Cost . . . . .	18,629	15,377	139,166	173,172
Accumulated depreciation . . . . .	(8,786)	(6,876)	–	(15,662)
Net carrying amount . . . . .	<u>9,843</u>	<u>8,501</u>	<u>139,166</u>	<u>157,510</u>

	Furniture and equipment	Leasehold improvements	Construction in progress	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2024, net of accumulated depreciation . . . . .	9,843	8,501	139,166	157,510
Additions . . . . .	24	31	7,956	8,011
Disposal . . . . .	–	(4,760)	–	(4,760)
Transfer . . . . .	–	10,349	(10,349)	–
Depreciation provided during the period . . . . .	<u>(942)</u>	<u>(1,372)</u>	<u>–</u>	<u>(2,314)</u>
At 31 March 2024, net of accumulated depreciation . . . . .	<u>8,925</u>	<u>12,749</u>	<u>136,773</u>	<u>158,447</u>
At 31 March 2024:				
Cost . . . . .	18,653	20,997	136,773	176,423
Accumulated depreciation . . . . .	<u>(9,728)</u>	<u>(8,248)</u>	<u>–</u>	<u>(17,976)</u>
Net carrying amount . . . . .	<u>8,925</u>	<u>12,749</u>	<u>136,773</u>	<u>158,447</u>

As at 31 December 2022 and 2023 and 31 March 2024, there were no pledged property, plant and equipment.

### The Company

	Furniture and equipment	Leasehold improvements	Construction in progress	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2022</b>				
At 1 January 2022:				
Cost . . . . .	6,342	5,568	1,285	13,195
Accumulated depreciation . . . . .	<u>(1,661)</u>	<u>(890)</u>	<u>–</u>	<u>(2,551)</u>
Net carrying amount . . . . .	<u>4,681</u>	<u>4,678</u>	<u>1,285</u>	<u>10,644</u>
At 1 January 2022, net of accumulated depreciation . . . . .	4,681	4,678	1,285	10,644
Additions . . . . .	2,558	1,827	–	4,385
Disposal . . . . .	(40)	–	–	(40)
Transfer . . . . .	–	1,285	(1,285)	–
Depreciation provided during the year . . . . .	<u>(1,601)</u>	<u>(2,154)</u>	<u>–</u>	<u>(3,755)</u>
At 31 December 2022, net of accumulated depreciation . . . . .	<u>5,598</u>	<u>5,636</u>	<u>–</u>	<u>11,234</u>
At 31 December 2022:				
Cost . . . . .	8,815	8,680	–	17,495
Accumulated depreciation . . . . .	<u>(3,217)</u>	<u>(3,044)</u>	<u>–</u>	<u>(6,261)</u>
Net carrying amount . . . . .	<u>5,598</u>	<u>5,636</u>	<u>–</u>	<u>11,234</u>
<b>31 December 2023</b>				
At 1 January 2023:				
Cost . . . . .	8,815	8,680	–	17,495
Accumulated depreciation . . . . .	<u>(3,217)</u>	<u>(3,044)</u>	<u>–</u>	<u>(6,261)</u>
Net carrying amount . . . . .	<u>5,598</u>	<u>5,636</u>	<u>–</u>	<u>11,234</u>

	Furniture and equipment	Leasehold improvements	Construction in progress	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023, net of accumulated depreciation . . . . .	5,598	5,636	–	11,234
Additions . . . . .	1,459	6,805	10,349	18,613
Disposal . . . . .	(7)	(67)	–	(74)
Depreciation provided during the year . . . . .	<u>(1,986)</u>	<u>(3,979)</u>	<u>–</u>	<u>(5,965)</u>
At 31 December 2023, net of accumulated depreciation . . . . .	<u>5,064</u>	<u>8,395</u>	<u>10,349</u>	<u>23,808</u>
At 31 December 2023:				
Cost . . . . .	10,178	15,179	10,349	35,706
Accumulated depreciation . . . . .	<u>(5,114)</u>	<u>(6,784)</u>	<u>–</u>	<u>(11,898)</u>
Net carrying amount . . . . .	<u>5,064</u>	<u>8,395</u>	<u>10,349</u>	<u>23,808</u>
<b>31 March 2024</b>				
At 1 January 2024:				
Cost . . . . .	10,178	15,179	10,349	35,706
Accumulated depreciation . . . . .	<u>(5,114)</u>	<u>(6,784)</u>	<u>–</u>	<u>(11,898)</u>
Net carrying amount . . . . .	<u>5,064</u>	<u>8,395</u>	<u>10,349</u>	<u>23,808</u>
At 1 January 2024, net of accumulated depreciation . . . . .	5,064	8,395	10,349	23,808
Additions . . . . .	24	31	–	55
Disposal . . . . .	–	(4,760)	–	(4,760)
Transfer . . . . .	–	10,349	(10,349)	–
Depreciation provided during the period . . . . .	<u>(497)</u>	<u>(1,316)</u>	<u>–</u>	<u>(1,813)</u>
At 31 March 2024, net of accumulated depreciation . . . . .	<u>4,591</u>	<u>12,699</u>	<u>–</u>	<u>17,290</u>
At 31 March 2024:				
Cost . . . . .	10,202	20,799	–	31,001
Accumulated depreciation . . . . .	<u>(5,611)</u>	<u>(8,100)</u>	<u>–</u>	<u>(13,711)</u>
Net carrying amount . . . . .	<u>4,591</u>	<u>12,699</u>	<u>–</u>	<u>17,290</u>

As at 31 December 2022 and 2023 and 31 March 2024, there were no pledged property, plant and equipment.

## 16. LEASES

### The Group as a lessee

The Group has lease contracts for land use right and various items of office premises used in its operations. Land use right has term for usage of approximately 20 to 50 years and leases of office premises generally have lease terms between 2 and 5 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) Right-of-use assets

The carrying amount of the Group's right-of-use assets and the movements during the Relevant Periods are as follows:

	<u>Land use right</u>	<u>Office premises</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>As at 31 December 2022</b>			
As at 1 January 2022 . . . . .	26,489	13,180	39,669
Addition . . . . .	30,083	43,128	73,211
Depreciation charge . . . . .	(659)	(4,673)	(5,332)
As at 31 December 2022 . . . . .	<u>55,913</u>	<u>51,635</u>	<u>107,548</u>
	<u>Land use right</u>	<u>Office premises</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>As at 31 December 2023</b>			
As at 1 January 2023 . . . . .	55,913	51,635	107,548
Depreciation charge . . . . .	(2,037)	(13,081)	(15,118)
Lease termination . . . . .	–	(95)	(95)
As at 31 December 2023 . . . . .	<u>53,876</u>	<u>38,459</u>	<u>92,335</u>
	<u>Land use right</u>	<u>Office premises</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>As at 31 March 2024</b>			
As at 1 January 2024 . . . . .	53,876	38,459	92,335
Depreciation charge . . . . .	(509)	(3,223)	(3,732)
Lease termination . . . . .	–	(199)	(199)
As at 31 March 2024 . . . . .	<u>53,367</u>	<u>35,037</u>	<u>88,404</u>



(b) *Lease liabilities*

The carrying amount of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Carrying amount at 1 January . . . . .	14,380	55,950	41,729
New leases . . . . .	43,128	–	–
Accretion of interest recognised during the year/period . . . . .	1,094	2,358	414
Covid-19-related rent concessions . . . . .	(1,041)	–	–
Lease termination . . . . .	–	(103)	(201)
Payments . . . . .	<u>(1,611)</u>	<u>(16,476)</u>	<u>(1,039)</u>
Carrying amount at 31 December and 31 March . . . . .	<u>55,950</u>	<u>41,729</u>	<u>40,903</u>
Analysed into:			
Current portion . . . . .	<u>23,492</u>	<u>22,226</u>	<u>22,626</u>
Non-current portion . . . . .	<u>32,458</u>	<u>19,503</u>	<u>18,277</u>

The maturity analysis of lease liabilities is disclosed in note 34 to the Historical Financial Information.

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Depreciation of right-of-use assets . . . . .	5,332	14,185	3,598
Interest on lease liabilities . . . . .	1,094	2,358	414
Lease termination . . . . .	–	(8)	(2)
Expenses relating to short-term leases . . . . .	<u>1,020</u>	<u>923</u>	<u>238</u>
Total amount recognised in profit or loss . . . . .	<u>7,446</u>	<u>17,458</u>	<u>4,248</u>

(d) *The total cash outflow for leases is disclosed in note 29(c) to the Historical Financial Information.*

**The Company as a lessee**

The Company has lease contracts for various items of office premises used in its operations. Leases of office premises generally have lease terms between 2 and 5 years. Generally, the Company is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

The carrying amount of the Company's right-of-use assets and the movements during the Relevant Periods are as follows:

	<u>Office premises</u>
	<i>RMB'000</i>
<b>As at 31 December 2022</b>	
As at 1 January 2022 . . . . .	8,167
Addition . . . . .	30,019
Depreciation charge . . . . .	<u>(3,465)</u>
As at 31 December 2022. . . . .	<u>34,721</u>
	<u>Office premises</u>
	<i>RMB'000</i>
<b>As at 31 December 2023</b>	
As at 1 January 2023 . . . . .	34,721
Depreciation charge . . . . .	(8,640)
Lease termination . . . . .	<u>(95)</u>
As at 31 December 2023. . . . .	<u>25,986</u>
	<u>Office premises</u>
	<i>RMB'000</i>
<b>As at 31 March 2024</b>	
As at 1 January 2024 . . . . .	25,986
Depreciation charge . . . . .	<u>(2,144)</u>
As at 31 March 2024 . . . . .	<u>23,842</u>

(b) *Lease liabilities*

The carrying amount of lease liabilities and the movements during the Relevant Periods are as follows:

	<u>As at 31 December</u>		<u>As at 31 March</u>
	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Carrying amount at 1 January . . . . .	8,529	36,739	28,962
New leases . . . . .	30,019	–	–
Accretion of interest recognised during the year . . . . .	770	1,646	299
Covid-19-related rent concessions . . . . .	(1,041)	–	–
Lease termination . . . . .	–	(103)	–
Payments . . . . .	<u>(1,538)</u>	<u>(9,320)</u>	<u>(1,039)</u>
Carrying amount at 31 December and 31 March . . . . .	<u>36,739</u>	<u>28,962</u>	<u>28,222</u>
Analysed into:			
Current portion . . . . .	<u>13,496</u>	<u>14,463</u>	<u>14,619</u>
Non-current portion . . . . .	<u>23,243</u>	<u>14,499</u>	<u>13,603</u>

(c) *The amounts recognised in profit or loss in relation to leases are as follows:*

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Depreciation of right-of-use assets . . . . .	3,465	8,640	2,144
Interest on lease liabilities . . . . .	770	1,646	299
Lease termination . . . . .	–	(8)	–
Expenses relating to short-term leases . . .	903	906	236
Total amount recognised in profit or loss . .	<u>5,138</u>	<u>11,184</u>	<u>2,679</u>

**17. INTANGIBLE ASSETS**

**Intellectual property**

RMB'000

**31 December 2022**

At 1 January 2022:

Cost . . . . .	100,000
Accumulated amortisation . . . . .	(20,610)
Net carrying amount . . . . .	<u>79,390</u>

At 1 January 2022, net of accumulated amortisation . . . . . 79,390

Amortisation provided during the year . . . . . (5,660)

At 31 December 2022, net of accumulated amortisation . . . . . 73,730

At 31 December 2022:

Cost . . . . .	100,000
Accumulated amortisation . . . . .	(26,270)
Net carrying amount . . . . .	<u>73,730</u>

**Intellectual property**

RMB'000

**31 December 2023**

At 1 January 2023:

Cost . . . . .	100,000
Accumulated amortisation . . . . .	(26,270)
Net carrying amount . . . . .	<u>73,730</u>

At 1 January 2023, net of accumulated amortisation . . . . . 73,730

Amortisation provided during the year . . . . . (5,659)

At 31 December 2023, net of accumulated amortisation . . . . . 68,071

At 31 December 2023:

Cost . . . . .	100,000
Accumulated amortisation . . . . .	(31,929)
Net carrying amount . . . . .	<u>68,071</u>

	<u>Intellectual property</u>
	<i>RMB'000</i>
<b>31 March 2024</b>	
At 1 January 2024:	
Cost . . . . .	100,000
Accumulated amortisation. . . . .	(31,929)
Net carrying amount . . . . .	<u>68,071</u>
At 1 January 2024, net of accumulated amortisation . . . . .	68,071
Amortisation provided during the period . . . . .	(1,414)
At 31 March 2024, net of accumulated amortisation . . . . .	<u>66,657</u>
At 31 March 2024:	
Cost . . . . .	100,000
Accumulated amortisation. . . . .	(33,343)
Net carrying amount . . . . .	<u>66,657</u>

Intangible assets are tested for impairment based on the recoverable amount of the cash-generating unit (“CGU”) to which the intangible asset is related. The appropriate CGU is at the product level. The intangible assets represent intellectual properties and technologies for TY-302, a product of CDK4/6 inhibitor indicated for prostate cancer and breast cancer, at the end each of the reporting periods. The recoverable amount of TY-302 CGU was determined based upon its fair value less costs of disposal. The fair value was estimated using the market approach.

The estimated revenue of TY-302 is based on peak-sales multiple and management’s expectations of timing of commercialization and success rate of commercialization of TY-302. The management of the Company estimated that TY-302 will be able to generate revenue from 2029 to 2039, with a growing trend in its revenue in the first six years, and reach its peak sales in 2035 and 2036. The peak-sales multiple, ranging from 3.3 to 3.7, was calculated based on comparable transactions and the expected peak sales and market penetration of the product. The expected success rate of commercialization of TY-302, ranging from 21.6% to 54.9%, was determined based on market practices in the pharmaceutical industry, development of technologies and related regulations from authorities. The post-tax discount rate used, ranging from 13.7% to 15.6%, reflects specific risks relating to TY-302.

Below is a summary of key parameters to the valuation of intangible asset together with a quantitative sensitivity analysis and headroom at the end of reporting periods.

As at 31 December 2022

<u>Key parameters</u>		<u>Sensitivity for fair value to the input</u>	<u>Headroom</u>
			<i>RMB'000</i>
Peak-sales multiple . . . . .	3.7	5% increase/(decrease) in the peak-sales multiple would result in increase/(decrease) in fair value by RMB8,648 thousand.	
Expected success rate of commercialization of TY-302 (Breast cancer (2L+)) . . . . .	54.9%	5% increase/(decrease) in the expected success rate of commercialization of TY-302 would result in increase/(decrease) in fair value by RMB8,648 thousand.	16,204
Expected success rate of commercialization of TY-302 (Prostate cancer (1L)) . . . . .	21.6%		
Post-tax discount rate. . . . .	15.6%	5% increase/(decrease) in the post-tax discount rate would result in (decrease)/increase in fair value by RMB(15,142 thousand)/16,714 thousand.	

As at 31 December 2023

Key parameters		Sensitivity for fair value to the input	Headroom
			<i>RMB'000</i>
Peak-sales multiple . . . . .	3.4	5% increase/(decrease) in the peak-sales multiple would result in increase/(decrease) in fair value by RMB10,573 thousand.	
Expected success rate of commercialization of TY-302 (Breast cancer (2L+)) . . . . .	54.9%	5% increase/(decrease) in the expected success rate of commercialization of TY-302 would result in increase/(decrease) in fair value by RMB10,573 thousand.	51,513
Expected success rate of commercialization of TY-302 (Prostate cancer (1L)) . . . . .	21.6%		
Post-tax discount rate. . . . .	14.4%	5% increase/(decrease) in the post-tax discount rate would result in (decrease)/increase in fair value by RMB(16,105 thousand)/17,549 thousand.	

As at 31 March 2024

Key parameters		Sensitivity for fair value to the input	Headroom
			<i>RMB'000</i>
Peak-sales multiple . . . . .	3.3	5% increase/(decrease) in the peak-sales multiple would result in increase/(decrease) in fair value by RMB11,492 thousand.	
Expected success rate of commercialization of TY-302 (Breast cancer (2L+)) . . . . .	54.9%	5% increase/(decrease) in the expected success rate of commercialization of TY-302 would result in increase/(decrease) in fair value by RMB11,492 thousand.	63,148
Expected success rate of commercialization of TY-302 (Prostate cancer (1L)) . . . . .	21.6%		
Post-tax discount rate. . . . .	13.7%	5% increase/(decrease) in the post-tax discount rate would result in (decrease)/increase in fair value by RMB(8,808 thousand)/9,445 thousand.	

The management believes that, any reasonably possible change in the key parameters would not cause the CGU's carrying amount to exceed its recoverable amount.

Based on the result of the impairment tests on TY-302 CGU, the intangible assets were not impaired during the Relevant Periods.

## 18. PREPAYMENTS AND OTHER RECEIVABLES

### The Group

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current:			
Value-added tax recoverable . . . . .	7,455	14,975	18,668
Prepayments for long-term assets . . . . .	6,205	274	3,914
Rental deposits . . . . .	1,373	1,581	1,633
Total . . . . .	<u>15,033</u>	<u>16,830</u>	<u>24,215</u>
Current:			
Prepayments for research and development			
services . . . . .	28,217	33,202	36,267
Deferred listing expense . . . . .	–	5,391	9,502
Others . . . . .	1,856	1,794	2,320
Total . . . . .	<u>30,073</u>	<u>40,387</u>	<u>48,089</u>

### The Company

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Non-current:			
Value-added tax recoverable . . . . .	3,516	5,916	9,059
Prepayments for long-term assets . . . . .	2,769	–	3,178
Rental deposits . . . . .	1,335	1,436	1,521
Total . . . . .	<u>7,620</u>	<u>7,352</u>	<u>13,758</u>
Current:			
Prepayments for research and development			
services . . . . .	27,842	32,469	35,637
Deferred listing expense . . . . .	–	5,391	9,502
Others . . . . .	1,280	914	1,470
Total . . . . .	<u>29,122</u>	<u>38,774</u>	<u>46,609</u>

The financial assets included in the above balances relate to receivables for which there were no recent history of default and past due amounts. In addition, there is no significant change in the economic factors based on the assessment of the forward-looking information, so the directors of the Company are of the opinion that the ECLs in respect of these balances are minimal. The balances are interest-free and are not secured with collateral.

## 19. FINANCIAL ASSETS AT FVTPL

### The Group

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Wealth management products . . . . .	152,727	6,001	75,287

### The Company

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Wealth management products . . . . .	132,686	–	55,283

These wealth management products were issued by banks in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

The fair values are based on cash flows discounted using the expected yield rate and are within Level 2 of the fair value hierarchy.

## 20. CASH AND CASH EQUIVALENTS

### The Group

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash and bank balances . . . . .	90,762	186,830	77,208
Time deposits over three months* . . . . .	–	–	60,000
Cash and cash equivalents . . . . .	90,762	186,830	137,208
Denominated in			
RMB . . . . .	90,762	186,824	137,202
USD . . . . .	–	6	6

### The Company

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash and bank balances . . . . .	34,039	139,748	53,593
Time deposits over three months* . . . . .	–	–	60,000
Cash and bank balances . . . . .	34,039	139,748	113,593
Denominated in			
RMB . . . . .	34,039	139,748	113,593

\* It represents time deposit in commercial banks of which the term is more than three months.

The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

## 21. TRADE AND OTHER PAYABLES

### The Group

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	9,664	32,167	22,063
Payroll payables . . . . .	4,350	10,253	3,691
Accrued expenses for research and development services . . . . .	16,351	36,688	40,902
Accrued listing expense . . . . .	–	3,868	4,478
Other taxes payables . . . . .	2,053	459	12
Other payables			
– Payables for property, plant and equipment . . . . .	23,522	32,671	26,878
– Payables for transaction cost on issue of redemption liabilities on equity shares . . . . .	–	13,508	–
– Others . . . . .	274	3,815	2,116
Total . . . . .	<u>56,214</u>	<u>133,429</u>	<u>100,140</u>

An ageing analysis of the trade payables as at the end of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 3 months . . . . .	9,471	28,406	16,330
3 to 6 months . . . . .	151	3,403	4,678
6 months to 1 year . . . . .	–	356	991
Over 1 year . . . . .	42	2	64
Total . . . . .	<u>9,664</u>	<u>32,167</u>	<u>22,063</u>

The trade payables are non-interest-bearing and payable on demand, which are normally settled on terms of 1 to 3 months.

### The Company

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade payables . . . . .	9,331	31,193	21,234
Payroll payables . . . . .	1,795	5,975	1,772
Accrued expenses for research and development services . . . . .	15,624	36,176	40,356



	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Accrued listing expense . . . . .	–	3,868	4,478
Other taxes payables . . . . .	744	145	–
Other payables			
– Payables for property, plant and equipment. . .	–	2,677	235
– Payables for transaction cost on issue of redemption liabilities on equity shares . . . . .	–	13,508	–
– Others . . . . .	242	2,644	1,742
Total . . . . .	<u>27,736</u>	<u>96,186</u>	<u>69,817</u>

An ageing analysis of the trade payables as at the end of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 3 months . . . . .	9,147	27,527	16,191
3 to 6 months . . . . .	151	3,308	4,013
6 months to 1 year . . . . .	–	356	965
Over 1 year . . . . .	33	2	65
Total . . . . .	<u>9,331</u>	<u>31,193</u>	<u>21,234</u>

The trade payables are non-interest-bearing and payable on demand, which are normally settled on terms of 1 to 3 months.

## 22. REDEMPTION LIABILITIES ON EQUITY SHARES

From April 2018 to December 2023, the Company had received several rounds of investments as follows:

In April 2018, the Company issued 20,000,000 angel round equity shares with a par value of RMB1.00 per share (“Angel Round Shares”) to several independent investors for a cash consideration of RMB20,000,000 or RMB1.00 per share.

In April 2019, the Company issued 12,600,000 series pre-A equity shares with a par value of RMB1.00 per share (“Series Pre-A Shares”) to one independent investor for a cash consideration of RMB30,000,000 or RMB2.38 per share.

In December 2020, the Company issued 55,200,000 series B equity shares with a par value of RMB1.00 per share (“Series B Shares”) to several independent investors for a cash consideration of RMB230,000,000 or RMB4.17 per share.

In April 2021, the Company issued first tranche of series B2 equity shares of 9,216,000 with a par value of RMB1.00 per share (“Series B2 Shares”) to several independent investors for a cash consideration of RMB45,000,000 or RMB4.88 per share.

In May 2021, the Company issued second tranche of series B2 equity shares of 23,285,760 with a par value of RMB1.00 per share (“Series B2 Shares”) to several independent investors for a cash consideration of RMB113,700,000 or RMB4.88 per share.

In November 2021, the Company issued first tranche of series C equity shares of 18,778,698 with a par value of RMB1.00 per share (“Series C Shares”) to several independent investors for a cash consideration of RMB150,000,000 or RMB7.99 per share. The Company received RMB145,000,000 with 18,152,741 of the first tranche of Series C Shares issued.

In December 2021, the Company issued second tranche of Series C Shares of 22,534,437 to Series C holders and several independent investors for a cash consideration of RMB180,000,000 or RMB7.99 per share. The cash consideration for Series C Shares was received in 2022.

In August 2023, the Company issued first tranche of series D equity shares of 8,898,296 with a par value of RMB1.00 per share (“Series D Shares”) to several independent investors for a cash consideration of RMB85,000,000 or RMB9.55 per share.

In December 2023, the Company issued second tranche of Series D Shares of 10,468,584 to Series D holders and an independent investor for a cash consideration of RMB100,000,000 or RMB9.55 per share.

Angel Round Shares, Series Pre-A Shares, Series A Shares, Series B Shares, Series B2 Shares, Series C Shares and Series D Shares are collectively referred as Shares.

The key terms of the Shares are summarized as follows:

**(a) Redemption features**

Upon occurrence of the following events, the Shares shall be redeemable at the option of the Shareholders: (i) any material breach or violation of, or inaccuracy or misrepresentation in any representation or warranty made by any entity within the Group or the existing shareholders of the Group in the Share Agreement (The R&D materials and experimental data provided are false or major omissions); (ii) IPO failure or expected IPO failure on 31 December 2024; (iii) any criminal investigation of the Group or the actual controller, or administrative penalties or other major violations of laws and regulations affecting the Company’s qualified IPO; (iv) the resignation of the actual controller and 50% or more than of the Company’s core personnel; (v) the revocation of the Company’s registered core patents; (vi) any arbitration or litigation initiated by a third party with the core patents and patent application rights of the Company as the subject matter may result in the non-marketing of the drugs developed by the Company; (vii) any competent authority effective judgement or ruling that the core patents and patent application rights of the Group infringe the rights of third parties; and (viii) any issuance of a qualified audit report of the Company.

The redemption amount is calculated as the higher of (i) P+I; (ii) the net assets of the company audited by an accountant firm with experience in securities practice that is selected by the company and approved by the investors at the time of transfer held by the investors; and (iii) the investment principal plus the increase of the shareholders’ equity of the company held by the investors in proportion to the shareholding period.

**(b) Liquidation preferences**

In the event of any liquidation, dissolution, winding up of the Company or deemed liquidation event, holders of the Shares shall be entitled to be paid out of the funds and assets available for distribution to the members of the Company, an amount per share equal to the original issue price for each series equity share at 10% interest rate per annum, plus any dividends declared but unpaid thereon in the sequence as follows:

- (1) Series D Shares
- (2) Series C Shares
- (3) Series B Shares and Series B2 Shares
- (4) Series Pre-A Shares
- (5) Angel Round Shares

(c) **Anti-dilution right**

If the Company increases its paid-in capital at a price lower than the price paid by the investors on a per paid-in capital basis, the investors have a right to require the Company to issue additional paid-in capital for nil consideration to the investors or receive cash compensation, so that the total amount paid by the investors divided by the total amount of paid-in capital obtained is equal to the price per paid-in capital in the new issuance.

Pursuant to a termination agreement entered into among the Shareholders and the Company relating to such special rights dated 17 January 2024, the redemption right ceased to be effective from the day before the date of the first submission of the first listing application form for the Listing and all other special rights ceased to be effective upon Listing provided that all such special rights shall be automatically reinstated as if the termination of such rights had never taken place in the event where (i) the Company withdraws its application for the public offering, (ii) the Stock Exchange, the SFC or any competent securities regulatory authority has decided not to approve or to reject the listing application of the Company or otherwise terminate the listing application review procedure, or (iii) the Company fails to complete the public offering within 14 months from the date of submission of the application to the Stock Exchange.

***Presentation and classification***

The Group and the Company have recognised the Shares as redemption liabilities on equity shares. The change in fair value of the Shares is charged to profit or loss except for the portion attributable to credit risk change that shall be charged to other comprehensive income. Management considered that the fair value change in the Shares attributable to changes of own credit risk is not significant.

The movements in our redemption liabilities on equity shares are set out as follows:

**The Group**

	Angel Round Shares	Series Pre-A Shares	Series B Shares	Series B2 Shares	Series C Shares	Series D Shares	Total Shares
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January							
2022 . . . . .	27,173	38,145	252,537	170,567	–	–	488,422
Change in fair value . . . . .	2,000	3,000	23,000	16,180	24,932	–	69,112
Issuance for cash .	–	–	–	–	325,000	–	325,000
At 31 December							
2022 . . . . .	29,173	41,145	275,537	186,747	349,932	–	882,534
Change in fair value . . . . .	2,000	3,000	23,000	16,180	32,500	1,110	77,790
Issuance for cash .	–	–	–	–	–	185,000	185,000
At 31 December							
2023 . . . . .	31,173	44,145	298,537	202,927	382,432	186,110	1,145,324
Change in fair value . . . . .	498	748	5,734	4,035	8,102	4,612	23,729
At 31 March							
2024 . . . . .	31,671	44,893	304,271	206,962	390,534	190,722	1,169,053

## 23. INTEREST-BEARING BANK AND OTHER BORROWINGS

	As at 31 March 2024		
	Effective interest rate (%)	Maturity	RMB'000
<b>Current</b>			
Bank loans — unsecured . . . . .	3.60-3.90	September 2024 - March 2025	80,488
			As at 31 March 2024
			RMB'000
Analysed into:			
Bank loans:			
Within one year . . . . .			80,488

(a) All bank loans are denominated in RMB.

(b) The Group's bank loans are unsecured, bear interest at 3.60%-3.90% per annum and are repayable within one year.

## 24. DEFERRED INCOME

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Government grants related to interest-free financing ( <i>note 25</i> ) . . . . .	24,828	45,299	47,851
Government grants related to income* . . . . .	—	2,982	5,298
	<u>24,828</u>	<u>48,281</u>	<u>53,149</u>

\* The movements in deferred income during the year ended 31 December 2023 and three months ended 31 March 2024 are as follows:

	As at 31 December	As at 31 March
	2023	2024
	RMB'000	RMB'000
At beginning of the year/period . . . . .	—	2,982
Grants received during the year/period . . . . .	6,300	3,840
Amounts released to profit or loss during the year/period . . . . .	(3,318)	(1,524)
At end of the year/period . . . . .	<u>2,982</u>	<u>5,298</u>

The grants were government subsidies received from local government authorities to support the Group's research and development activities and will be recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

## 25. OTHER LONG-TERM PAYABLES

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Government funding . . . . .	<u>39,584</u>	<u>84,408</u>	<u>93,933</u>

In March 2021, the Company entered into an investment agreement (the “Changxing Investment Agreement”) with Administrative Committee of Changxing Economic and Technological Development Zone (長興經濟技術開發區管理委員會). Pursuant to the Changxing Investment Agreement, Changxing Xingkang Equity Investment Partnership (Limited Partnership) (長興興康股權投資合夥企業(有限合夥)) (“CX Xingkang”) subscribed for 6,000,000 equity shares in Changxing Kangyuan with interest-free repayable financing, which would not exceed RMB220,000,000 in aggregate. In July 2021, June 2022, January 2023 and February 2024, Changxing Kangyuan received financing of RMB26,860,000, RMB40,000,000, RMB65,000,000 and RMB12,000,000 respectively, from CX Xingkang. The financing is repayable within seven and a half years from the date of the land transfer. The equity shares held by CX Xingkang would be cancelled upon repayment of the financing.

The financing received by Changxing Kangyuan is recorded as a financial liabilities measured at the present value of the repayment amount. As the financing received in July 2021, June 2022, January 2023 and February 2024 was interest-free, the differences between the initial carrying values of the financing and the proceeds received of RMB17,261,000, RMB26,546,000, RMB26,546,000 and RMB4,261,000 were recognised as government grant in the year ended 31 December 2022 and 2023 and the three months ended 31 March 2023 and 2024, respectively.

## 26. SHARE CAPITAL

The Company was incorporated on 2 November 2017 as a limited company under the laws of the PRC with authorised share capital of RMB322,955,818.

### Shares

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Issued and fully paid:			
322,955,818 (2023: 307,355,818,			
2022: 287,988,938) shares . . . . .	287,989	307,356	322,956

A summary of movements in the Company’s share capital is as follows:

	Number of shares	Share capital
	in issue	
	'000	RMB'000
As at 1 January 2022 . . . . .	247,302	247,302
Series C Shares . . . . .	40,687	40,687
As at 31 December 2022 and 1 January 2023 . . . . .	287,989	287,989
Series D Shares . . . . .	19,367	19,367
As at 31 December 2023 and 1 January 2024 . . . . .	307,356	307,356
Series Pre-A Shares . . . . .	8,400	8,400
Series B Shares . . . . .	7,200	7,200
As at 31 March 2024 . . . . .	322,956	322,956

In January 2024, consideration for 8,400,000 Series Pre-A Shares, RMB20,000,000, and consideration for 7,200,000 Series B Shares, RMB30,000,000, were settled by Changxing Liyuan Enterprise Management Partnership (Limited Partnership) (長興利源企業管理合夥企業(有限合夥)), Changxing Caiyuan and Changxing Gangyuan. As at 26 January 2024, the registered share capital of the Company was RMB322,955,818 and was fully paid.

## 27. RESERVES

### The Group

The amounts of the Group's share premium and other reserves and the movements therein for the Relevant Periods and three months ended 31 March 2023 are presented in the consolidated statement of changes in equity.

#### (a) Share premium

The share premium of the Group represents the difference between the par value of the shares issued and the consideration received.

#### (b) Share-based payment reserve

The share-based payment reserve represents the equity-settled share awards as set out in note 28 to the Historical Financial Information.

#### (c) Other reserves

Other reserves of the Group represent the carrying amount of the equity shares with redemption features as stipulated in note 22 to the Historical Financial Information.

### The Company

	Share premium	Share-based payment reserve	Other reserves	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2022 . . . . .	318,398	–	(441,800)	(288,354)	(411,756)
Issue of Series C Shares . . . . .	284,313	–	–	–	284,313
Recognition of redemption liabilities on Series C Shares (note 22) . . . . .	–	–	(325,000)	–	(325,000)
Total comprehensive loss for the year . . . . .	–	–	–	(273,403)	(273,403)
At 31 December 2022 and 1 January 2023 . . . . .	602,711	–	(766,800)	(561,757)	(725,846)
Issue of Series D Shares . . . . .	165,633	–	–	–	165,633
Recognition of redemption liabilities on Series D Shares (note 22) . . . . .	–	–	(185,000)	–	(185,000)
Share-based payment compensation (note 28) . . . . .	–	3,887	–	–	3,887
Total comprehensive loss for the year . . . . .	–	–	–	(329,128)	(329,128)
At 31 December 2023 . . . . .	768,344	3,887	(951,800)	(890,885)	(1,070,454)

	Share premium	Share-based payment reserve	Other reserves	Accumulated losses	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023 . . . . .	602,711	–	(766,800)	(561,757)	(725,846)
Total comprehensive loss for the period . . . . .	–	–	–	(72,549)	(72,549)
At 31 March 2023 ( <i>unaudited</i> ) . . . . .	<u>602,711</u>	<u>–</u>	<u>(766,800)</u>	<u>(634,306)</u>	<u>(798,395)</u>
At 1 January 2024 . . . . .	<u>768,344</u>	<u>3,887</u>	<u>(951,800)</u>	<u>(890,885)</u>	<u>(1,070,454)</u>
Issue of authorised Series Pre-A Shares ( <i>note 26</i> ) . . . . .	11,600	–	–	–	11,600
Issue of authorised Series B Shares ( <i>note 26</i> ) . . . . .	22,800	–	–	–	22,800
Share-based payment compensation ( <i>note 28</i> ) . . . . .	–	3,138	–	–	3,138
Total comprehensive loss for the period . . . . .	–	–	–	(97,898)	(97,898)
At 31 March 2024 . . . . .	<u><u>802,744</u></u>	<u><u>7,025</u></u>	<u><u>(951,800)</u></u>	<u><u>(988,783)</u></u>	<u><u>(1,130,814)</u></u>

## 28. SHARE-BASED PAYMENTS

The Group adopted a restricted share scheme (“Employee Incentive Scheme”) which became effective in 2023, for the purpose of attracting and retaining directors, senior management and employees who promote the success of the Group’s operations. Changxing Caiyuan Enterprise Management Partnership (Limited partnership) (長興彩源企業管理合夥企業(有限合夥)) (“Changxing Caiyuan”) and Changxing Gangyuan Enterprise Management Partnership (Limited partnership) (長興罡源企業管理合夥企業(有限合夥)) (“Changxing Gangyuan”) are used as restricted share platforms to facilitate the administration of the Employee Incentive Scheme. 8,580,000 shares of the Company, of which 3,780,000 were held by Changxing Caiyuan and 4,800,000 were held by Changxing Gangyuan, were authorized and approved under the Employee Incentive scheme. Pursuant to the Employee Incentive Scheme, the subscription price is RMB2.38 per share and RMB4.17 per share for restricted shares held by Changxing Caiyuan and Changxing Gangyuan respectively.

The restricted shares granted to grantees shall vest and become tradable upon the completion of public offering.

Details of the granted shares are as follows:

Date of grant	Number of shares	Subscription price per share	Fair value at grant date per share
October 19, 2023 . . . . .	3,780,000	RMB2.38	RMB5.29
October 19, 2023 . . . . .	4,800,000	RMB4.17	RMB5.29

The following restricted shares were outstanding under the Employee Incentive Scheme during the Relevant Periods:

	Number of restricted shares
As at 1 January 2023 . . . . .	–
Granted during the year . . . . .	<u>8,580,000</u>
As at 31 December 2023. . . . .	<u>8,580,000</u>
Granted during the period . . . . .	–
As at 31 March 2024 . . . . .	<u><u>8,580,000</u></u>

During the years ended 31 December 2022 and 2023 and the three months ended 31 March 2024, share-based payment compensation expenses of nil and RMB3,887,000 and RMB3,138,000 were charged to profit or loss.

The fair value of the restricted shares as at the grant date were determined with reference to the fair value of ordinary shares on the grant date, using backsolve method. Major inputs used for the determination of the fair value of ordinary shares are listed as follows:

	<u>At grant date</u>
Expected volatility . . . . .	66.15%-69.52%
Risk-free interest rate . . . . .	2.16%
Discount for lack of marketability . . . . .	5.00%-24.00%

## 29. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

### (a) Major non-cash transactions

During the years ended 31 December 2022 and 2023 and the three months ended 31 March 2024, the Group had non-cash additions to right-of-use assets of RMB43,128,000 and nil and nil, and non-cash additions to lease liabilities of RMB43,128,000 and nil and nil, respectively, in respect of lease arrangements for office premises.

### (b) Changes in liabilities arising from financing activities

	<u>Lease liabilities</u>	<u>Other long-term payables</u>	<u>Accrued listing expenses included in trade and other payables</u>	<u>Accrued transaction cost on issue of redemption liabilities on equity shares in trade and other payables</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2022 . . . . .	14,380	14,683	—	—
Additions . . . . .	43,128	—	—	—
Changes from financing cash flows . . . . .	(1,611)	40,000	—	—
Recognition of government grants related to interest-free financing . . . . .	—	(17,261)	—	—
Covid-19-related rent concessions . . . . .	(1,041)	—	—	—
Accretion of interest . . . . .	1,094	2,162	—	—
At 31 December 2022 and 1 January 2023 . . . . .	55,950	39,584	—	—
Changes from financing cash flows . . . . .	(16,476)	65,000	(9,527)	—
Additions . . . . .	—	—	13,395	—
Transaction cost on issue of redemption liabilities on equity shares . . . . .	—	—	—	13,508
Recognition of government grants related to interest-free financing . . . . .	—	(26,546)	—	—
Lease termination . . . . .	(103)	—	—	—
Accretion of interest . . . . .	2,358	6,370	—	—
At 31 December 2023 . . . . .	41,729	84,408	3,868	13,508



	Lease liabilities	Other long-term payables	Accrued listing expenses included in trade and other payables	Accrued transaction cost on issue of redemption liabilities on equity shares in trade and other payables	Interest-bearing bank and other borrowings
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2023. . . . .	55,950	39,584	–	–	–
Changes from financing cash flows . . . . .	(7,459)	65,000	–	–	–
Recognition of government grants related to interest-free financing . . . . .	–	(26,546)	–	–	–
Accretion of interest . . . . .	694	1,443	–	–	–
At 31 March 2023 ( <i>unaudited</i> ). . . . .	<u>49,185</u>	<u>79,481</u>	<u>–</u>	<u>–</u>	<u>–</u>
At 1 January 2024. . . . .	41,729	84,408	3,868	13,508	–
Changes from financing cash flows . . . . .	(1,039)	12,000	(11,190)	(13,508)	80,327
Additions . . . . .	–	–	11,800	–	–
Recognition of government grants related to interest-free financing . . . . .	–	(4,261)	–	–	–
Lease termination . . . . .	(201)	–	–	–	–
Accretion of interest . . . . .	414	1,786	–	–	161
At 31 March 2024. . . . .	<u>40,903</u>	<u>93,933</u>	<u>4,478</u>	<u>–</u>	<u>80,488</u>

(c) **Total cash outflow for leases**

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within operating activities. . . . .	(1,020)	(923)	(225)	(238)
Within financing activities. . . . .	(1,611)	(16,476)	(7,459)	(1,039)
Total . . . . .	<u>(2,631)</u>	<u>(17,399)</u>	<u>(7,684)</u>	<u>(1,277)</u>

**30. COMMITMENTS**

The Group had the following contractual commitments at the end of the Relevant Periods:

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Property, plant and equipment . . . . .	<u>12,393</u>	<u>15,540</u>	<u>8,425</u>

### 31. RELATED PARTY TRANSACTIONS

#### (a) Name and relationship

The directors of the Group are of the opinion that the following companies are related parties that had transactions or balances with the Group during the Relevant Periods.

Name of related parties	Relationship with the Group
LeadMed (Zhejiang) Co., Ltd. (“Zhejiang LeadMed”) . . . . .	Controlled by Dr. Wu Yusheng
Tetranov Pharmaceutical (Zhengzhou) Co., Ltd. (“Tetranov”) . . . . .	Controlled by Dr. Wu Yusheng
LeadMed (Zhengzhou) Co., Ltd. (“Zhengzhou LeadMed”) . . . . .	Controlled by Dr. Wu Yusheng
Shanghai Aobo Pharmtech, Inc., Ltd. (“Shanghai Aobo”) . . . . .	Gu Eric Hong, the director of both Shanghai Aobo and the Group
Sichuan Huiyu Pharmaceutical Co., Ltd. (“Sichuan Huiyu”) . . . . .	Shareholder

#### (b) The Group had the following transactions with related parties during the Relevant Periods and three months ended 31 March 2023:

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i>
Purchase of goods				
Sichuan Huiyu. . . . .	—	—	—	1,062
Provision of services				
Sichuan Huiyu. . . . .	—	—	—	1,981
Zhejiang LeadMed . . . . .	2,057	—	—	—
Zhengzhou LeadMed. . . . .	1,179	—	—	—
Shanghai Aobo . . . . .	1,142	—	—	—
Rental fee				
Tetranov . . . . .	1,186	1,186	323	323
	<u>5,564</u>	<u>1,186</u>	<u>323</u>	<u>3,366</u>

The purchases of goods and provision of services from the related parties were made according to the published prices and conditions agreed by the Group and the related parties.

#### (c) Outstanding balances with related parties:

	As at 31 December		As at 31 March
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Amount advanced to a related party:			
Prepayments-current (trade in nature):			
Sichuan Huiyu . . . . .	—	—	177
	<u>—</u>	<u>—</u>	<u>177</u>

Amount advanced to a related party is unsecured, non-interest-bearing and repayable on demand. The carrying amounts of amounts due to related parties as at the end of each of the Relevant Periods approximated to their fair values due to their short-term maturities.

The outstanding balance is prepayments for the purchase of goods and provision of services.

**(d) Compensation of key management personnel of the Group**

	Year ended 31 December		Three months ended 31 March	
	2022	2023	2023	2024
	RMB'000	RMB'000	RMB'000 (unaudited)	RMB'000
Salaries, allowances and benefits in kind . . . . .	2,153	2,360	585	346
Share-based payment compensation . . . . .	–	510	–	412
Pension scheme contributions . . . . .	7	4	2	–
Housing funds, medical insurance and other social insurance . . . . .	4	3	1	–
	<u>2,164</u>	<u>2,877</u>	<u>588</u>	<u>758</u>

Further details of directors', supervisors' and the chief executive's emoluments are included in note 10 to the Historical Financial Information.

**32. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the Relevant Periods are as follows:

**The Group**

Financial assets

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial assets at FVTPL			
Wealth management products . . . . .	<u>152,727</u>	<u>6,001</u>	<u>75,287</u>
Financial assets at amortised cost			
Restricted bank deposit . . . . .	5,840	5,174	4,686
Financial assets included in prepayments and other receivables . . . . .	3,229	3,375	3,953
Time deposits . . . . .	–	–	60,000
Cash and cash equivalents . . . . .	<u>90,762</u>	<u>186,830</u>	<u>77,208</u>
Total . . . . .	<u>99,831</u>	<u>195,379</u>	<u>145,847</u>

## Financial liabilities

	As at 31 December		As at 31 March
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial liabilities at FVTPL			
Redemption liabilities on equity shares . . . . .	882,534	1,145,324	1,169,053
Financial liabilities at amortised cost			
Trade and other payables . . . . .	49,811	122,717	96,437
Interest-bearing bank and other borrowings . . . . .	–	–	80,488
Other long-term payables . . . . .	39,584	84,408	93,933
Total . . . . .	89,395	207,125	270,858

### 33. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted bank deposit (in the current portion), financial assets included in prepayments and other receivables (in the current portion), financial liabilities included in trade and other payables approximate to their carrying amounts largely due to the short-term maturities of these instruments. The fair values of the other non-current financial assets and financial liabilities have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At the end of the Relevant Periods, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The Group invests in financial assets at fair value through profit or loss, which represent wealth management products issued by banks. The fair values are based on cash flows discounted using the expected yield rate.

Below is a summary of significant unobservable inputs to the valuation of redemption liability on equity shares together with an analysis as at 31 December 2022 and 2023 and 31 March 2024.

<u>Financial liabilities</u>	<u>Fair value hierarchy</u>	<u>Valuation technique</u>	<u>Unobservable input</u>	<u>Relationship of unobservable inputs to fair value</u>
redemption liability on equity shares . . . . .	Level 3	Discounted cash flow method	(i) P+I (annual simple rate of 10%);  (ii) The net assets of the Company held by the investors;  (iii) The investment principal plus the increase of the shareholders' equity of the Company held by the investors in proportion to the shareholding period.	The higher the input, the higher the fair value

The Group are principally engaged in the research, development and commercialization of pharmaceutical products and in operating loss and net liabilities position throughout the Relevant Periods, making redemption amount calculated based on (ii) or (iii) lower than that from (i). Accordingly, the fair value of redemption liabilities on equity shares was calculated based on (i) as of 31 December 2022 and 2023 and 31 March 2024, the interest rate of which is fixed in the agreement. Therefore, the quantitative sensitivity analysis on changes in (ii) and (iii) would be immaterial and insignificant.

### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Assets measured at fair value:

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	
As at 31 December 2022				
Wealth management products . . . . .	–	152,727	–	152,727
	=	=	=	=
As at 31 December 2023				
Wealth management products . . . . .	–	6,001	–	6,001
	=	=	=	=
As at 31 March 2024				
Wealth management products . . . . .	–	75,287	–	75,287
	=	=	=	=

#### Liabilities measured at fair value:

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	
As at 31 December 2022				
Redemption liabilities on equity shares . . . . .	–	–	882,534	882,534
	=	=	=	=
As at 31 December 2023				
Redemption liabilities on equity shares . . . . .	–	–	1,145,324	1,145,324
	=	=	=	=
As at 31 March 2024				
Redemption liabilities on equity shares . . . . .	–	–	1,169,053	1,169,053
	=	=	=	=

During the Relevant Periods, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

### 34. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

#### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the head of credit control.

Management has assessed that during the Relevant Periods, prepayments and other receivables have not had a significant increase in credit risk since initial recognition. Thus, ECLs are provided for credit losses that result from default events that are possible within the next 12 months. The management of the Company expect the occurrence of losses from non-performance by counterparties of other receivables to be remote and a loss allowance provision for other receivables to be immaterial.

#### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at the end of the Relevant Periods.

The amounts presented are gross carrying amounts for financial assets.

#### The Group

##### As at 31 December 2022

	12-month ECLs	Lifetime ECLs		Total
	Stage 1	Stage 2	Stage 3	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Financial assets included in prepayments and other receivables . . . . .	3,229	–	–	3,229
Restricted bank deposit . . . . .	5,840	–	–	5,840
Cash and cash equivalents . . . . .	<u>90,762</u>	–	–	<u>90,762</u>
Total . . . . .	<u>99,831</u>	–	–	<u>99,831</u>

##### As at 31 December 2023

	12-month ECLs	Lifetime ECLs		Total
	Stage 1	Stage 2	Stage 3	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Financial assets included in prepayments and other receivables . . . . .	3,375	–	–	3,375
Restricted bank deposit . . . . .	5,174	–	–	5,174
Cash and cash equivalents . . . . .	<u>186,830</u>	–	–	<u>186,830</u>
Total . . . . .	<u>195,379</u>	–	–	<u>195,379</u>

## As at 31 March 2024

	12-month ECLs		Lifetime ECLs		Total
	Stage 1	Stage 2	Stage 3		
	RMB'000	RMB'000	RMB'000	RMB'000	
Financial assets included in prepayments and other receivables . . . . .	3,953	–	–	3,953	
Restricted bank deposit . . . . .	4,686	–	–	4,686	
Time deposits . . . . .	60,000	–	–	60,000	
Cash and cash equivalents . . . . .	77,208	–	–	77,208	
Total . . . . .	<u>145,847</u>	<u>–</u>	<u>–</u>	<u>145,847</u>	

## Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows.

The maturity profile of the Group's financial liabilities as at the end of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

	As at 31 December 2022			
	Within 1 year	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities included in trade and other payables . . . . .	49,811	–	–	49,811
Redemption liabilities on equity shares . . . . .	882,534	–	–	882,534
Other long-term payables . . . . .	–	–	66,860	66,860
Lease liabilities . . . . .	<u>25,887</u>	<u>34,992</u>	<u>–</u>	<u>60,879</u>
Total . . . . .	<u>958,232</u>	<u>34,992</u>	<u>66,860</u>	<u>1,060,084</u>

	As at 31 December 2023			
	Within 1 year	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities included in trade and other payables . . . . .	122,717	–	–	122,717
Redemption liabilities on equity shares . . . . .	1,145,324	–	–	1,145,324
Other long-term payables . . . . .	–	–	131,860	131,860
Lease liabilities . . . . .	<u>23,742</u>	<u>20,553</u>	<u>–</u>	<u>44,295</u>
Total . . . . .	<u>1,291,783</u>	<u>20,553</u>	<u>131,860</u>	<u>1,444,196</u>

	As at 31 March 2024			
	Within 1 year	1 to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities included in trade and other payables . . . . .	96,437	–	–	96,437
Redemption liabilities on equity shares . . . . .	1,169,053	–	–	1,169,053
Other long-term payables . . . . .	–	–	143,860	143,860

	As at 31 March 2024			
	Within 1 year	1 to 5 years	Over 5 years	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Interest-bearing bank and other borrowings . . . . .	83,336	–	–	83,336
Lease liabilities . . . . .	23,968	19,079	–	43,047
Total . . . . .	<u>1,372,794</u>	<u>19,079</u>	<u>143,860</u>	<u>1,535,733</u>

**Capital management**

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders’ value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the Relevant Periods.

**35. EVENT AFTER THE RELEVANT PERIOD**

In December 2023, the Group has entered into an equity transfer agreement dated 18 December 2023 and supplemental agreements dated 13 March 2024 and 5 June 2024 to transfer the entire equity interest of Shanghai Yabao to an independent third party and the transaction is in the process of obtaining regulatory approval by relevant authorities as of the date of this report.

**36. SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 31 March 2024.